

**ANNUAL GENERAL MEETING**  
**Wednesday, 30 April 2025, 10:00 a.m.**

**Remotely via teleconference in real time**

*Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repeat Meeting on Thursday, May 15, 2025, at 10:00 a.m., also remotely via teleconference in real time, without the publication of a further invitation.*

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## 1. AGENDA ITEMS

The Board of Directors invites the shareholders of "Eurobank Ergasias Services and Holdings S.A." (Company) to decide upon the following issues on the agenda:

1. Annual Separate and Consolidated Financial Statements for the financial year 2024. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.
3. Appointment of Auditors for the financial year 2025.
4. Dividend distribution and authorizations.
5. Acquisition of own shares.
6. Approval of the distribution of the Company's Net Profits to executives and employees of the Company.
7. Approvals according to article 86 of L. 4261/2014.
8. Approval of amendment of the Remuneration Policy for Directors.
9. Approval of the remuneration for the financial year 2024 and of the advance payment of the remuneration for the Directors for the financial year 2025.
10. Remuneration Report for the financial year 2024.
11. Amendment of article 12 of the Company's Articles of Association.
12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.
13. Submission of the Independent Non-Executive Directors' Report.

## 2. SUMMARY OF ITEMS ON THE AGENDA

### 1. Annual Separate and Consolidated Financial Statements for the Financial Year 2024. Directors' and Auditors' Reports.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Board of Directors (Board or BoD) proposes to the Annual General Meeting (AGM) the approval of the Annual Separate and Consolidated Financial Statements for the financial year 2024.

The aforementioned financial statements consist of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement as well as the Notes to the Financial Statements. The aforementioned financial statements and the Directors' Report were approved by the BoD on 07.03.2025.

The said financial statements, the Directors' Report (which includes the Sustainability Statement) and the Auditors' Report for the financial year 2024 are available to the shareholders on the Company's website [www.eurobankholdings.gr](http://www.eurobankholdings.gr).

It is pointed out that, according to the provisions of par. 1 (b) of article 97 of L. 4548/2018, the relevant information regarding cases of conflicts of interest as well as contracts concluded during the financial year 2024 and fall within the provisions of article 99 of L. 4548/2018 has been included and made public in the abovementioned Directors' Report (in the relevant part titled "Information required under L. 4548/2018 (article 97, par.1 (b))").

In addition, the relevant presentation and press release are also available on the Company's website ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)).

Finally, it is noted that, pursuant to the provisions of the Company Law 4548/2018, the Company is required to form a statutory reserve of at least one-twentieth of its net profits. For the year 2024, a statutory reserve of € 10,613,428.51 was formed.

*Draft proposed resolution on aforementioned item of the agenda:*

*The AGM, with a majority exceeding the minimum required by the law, approved the Annual Separate and Consolidated Financial Statements for the financial year 2024, as well as the Directors' and Auditors' Reports.*

## **2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.**

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The BoD recommends to the AGM the approval of the overall management for the financial year 2024, in accordance with the provisions of article 108 of L. 4548/2018, as well as the discharge of the Auditors for the financial year 2024 according to the provisions of article 117 of L. 4548/2018.

### *Draft proposed resolution on aforementioned item of the agenda:*

*The AGM, with a majority exceeding the minimum required by the law, approved the overall management for the financial year 2024 as well as the discharge of the Auditors for the financial year 2024.*

## **3. Appointment of Auditors for the financial year 2025.**

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

On Audit Committee's proposal, the BoD recommends to the AGM the reappointment of KPMG Certified Auditors S.A. (KPMG) as the statutory auditor to carry out the statutory audit of the Annual Separate and Consolidated Financial Statements, as well as for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of L. 4548/2018, for the financial year 2025.

Finally, it is recommended to the AGM the KPMG's relevant fees for the statutory audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2025 to amount to €0.3 m. and to €0.3 m. for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of L. 4548/2018, for the financial year 2025.

Given that it has been decided to initiate the merger process of the Company with its 100% subsidiary "Eurobank S.A." ("Bank"), through absorption of the Company by the Bank, and the merger is expected to be completed within 2025, in this case (of the completion of the merger within 2025), KPMG fees will not be incurred by the Company and instead a fee of €0.1m, for the Bank's audit of the Annual Separate and Consolidated Financial Statements for the financial year 2025, and a fee of €0.25m, for the audit and assurance of the submission of the Sustainability Report of the Bank, according to the provisions of article 154C of L. 4548/2018, for the financial year 2025, will be incurred by the Bank, universal successor of the Company.

The total fees paid to KPMG for audit and other services rendered during the financial year 2024 for the Company and its Group are analyzed in note 20 and 47 of the 2024 Annual Separate and Consolidated Financial Statements of the Company, respectively, according to the provisions of article 29 of L. 4308/2014.

### *Draft proposed resolution on aforementioned item of the agenda:*

*The AGM, with a majority exceeding the minimum required by the law, approved:*

*a) the appointment of the firm KPMG Certified Auditors S.A. (KPMG) as statutory auditor to carry out the statutory audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2025, as well as for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of L. 4548/2018, for the financial year 2025; and*

*b) KPMG's relevant fees for the statutory audit of the Annual Separate and Consolidated Financial Statements of the Company for the financial year 2025 to amount to €0.3 m. and to €0.3 m. for the audit and assurance of the submission of the Sustainability Statement, according to the provisions of article 154C of l. 4548/2018, for the financial year 2025.*

*Given that it has been decided to initiate the merger process of the Company with its 100% subsidiary Bank, through absorption of the Company by the Bank, and the merger is expected to be completed within 2025, in this case (of the completion of the merger within 2025), KPMG fees will not be incurred by the Company and instead a fee of €0.1m, for the Bank's audit of the Annual Separate and Consolidated Financial Statements for the financial year 2025, and a fee of €0.25m, for the audit and assurance of the submission of the Sustainability Report of the Bank, according to the provisions of article 154C of l. 4548/2018, for the financial year 2025, will be incurred by the Bank, universal successor of the Company.*

#### **4. Dividend distribution and authorizations.**

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The Board of Directors taking into account:

- that the financial year 2024 was a year of strong results and specifically:
  - The consolidated Net Profits were formed at € 1,448m, increased by 27% compared to 2023.
  - Total Capital Adequacy (Total CAD) ratio and Common Equity Tier 1 (CET1) ratio - as presented to Directors' Report-stood at 19.5% and 16.8% of Risk Weighted Assets respectively.
  - The Non-Performing loans (NPEs) ratio was reduced to 2.9%
- as well as that the conditions of articles 158-161 of the Company Law 4548/2018 are met,

proposes the distribution of a gross dividend of €0.105 per share with the total distributed amount amounting to €386,057,314.55 m. which is subject to withholding tax according to the applicable tax regime.

In addition, it is clarified that based on the Financial Statements for the year ended 31 December 2024, which have already been approved by the AGM under agenda item 1, the amount will be distributed from the "Special Reserves" account. It is noted that the dividend per share has increased by 13% compared to the previous year.

The estimated key dates for the dividend distribution are:

- a. Monday 05.05.2025: Ex-dividend date (namely the date from which the Company's shares are traded on the Athens Exchange without the right to receive dividend),
- b. Tuesday 06.05.2025: Dividend beneficiaries record date (namely the date on which all the registered shareholders in the files of the Company's Electronic Securities System shall be identified as beneficiaries of dividend), and
- c. Friday 09.05.2025 Dividend Payment date (namely the date on which the dividend cash payment shall commence).

On that day, the dividend will be credited to Eurobank S.A. ("Bank") accounts of those shareholders who have appointed the Bank as their operator in the Electronic Securities System. Shareholders who have authorized other operators for the collection of their dividends may collect their dividends from their operators.

It is also proposed that the necessary authorizations for the implementation of the procedural details are provided to the Company's Board of Directors.

Draft proposed resolution on aforementioned item of the agenda:

The AGM, with a majority exceeding the minimum required by the law, approved the dividend distribution to shareholders, amounting to €386,057,314.55 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 AGM.

**5. Acquisition of own shares.**

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Board's proposal/comment on the above agenda item:

The BoD, taking into account on the one hand the best international best practices and, on the other hand, the provisions of the Shareholders' Remuneration Policy, proposes to the shareholders' AGM, the approval of a share buyback programme ("Programme") in accordance with the terms and conditions provided by Article 49 of Law 4548/2018.

It is noted that the Company has already initiated the process for the merger with «Eurobank S.A.» ("Bank") according to which the Company will be absorbed by the Bank. ("Merger"). The buyback of own shares by the Company will be paused prior to the convocation of the general meeting of the Company's shareholders for the approval of the Merger ("Phase A"), but the Bank, as the universal successor of the Company, will continue the implementation of the Programme after the completion of the Merger. The own shares that will have been acquired by the Company in Phase A will be canceled with a corresponding reduction of the share capital. The Bank intends to use the own shares it will acquire following the completion of the Merger in order to reduce its share capital in accordance with Article 49 of Law 4548/2018, and/or for distribution to the company's employees and/or the members of its management and/or its affiliated companies, and/or for other purposes as provided by the applicable law.

The BoD requests from the AGM to approve the Programme under the following terms:

- i) The total cost of the Programme will not exceed the amount of € 287,942,685.45 and in any case, the own shares that will be acquired will not exceed 10% of the Company's paid-in share capital, in accordance with the legislation in force.
- ii) The duration of the Program will not exceed 12 months, starting from the day of receipt of ECB's decision granting supervisory permission of the Programme.
- iii) The minimum price per share for the acquisition of own shares under the Programme to be set at the nominal value of the share, i.e. €0.22, and the maximum price to be set at €10.

It is noted that the implementation of the Programme is subject to the relevant approval of the European Central Bank.

Draft proposed resolution on aforementioned item of the agenda:

The AGM with a majority exceeding the minimum required by the law:

1) Approved the Programme under the following terms: (i) the total cost of the Programme that will not exceed the amount of € 287,942,685.45, and in any case, the own shares that will be acquired will not exceed 10% of the Company's paid-in Share Capital, in accordance with the legislation in force; (ii) the duration of the Programme, which will not exceed 12 months, starting from the day of receipt of ECB's decision granting supervisory permission of the Programme; and (iii) the proposed range for the acquisition of the shares under the Programme, which sets as minimum price, the nominal value of the share i.e. €0.22 and as maximum price the €10.

2) Authorized the BoD to determine at its discretion any other detail and take all necessary actions, delegating the relevant authorities to the appropriate individuals, for the implementation of the Programme.

## **6. Approval of the distribution of the Company's Net Profits to executives and employees of the Company.**

Required quorum: 20% of share capital

Required quorum of Repeat Meeting: no minimum

Required majority: 50% + 1 of votes (present in person or by proxy)

The Board of Directors taking into account:

- The achievement of the Group's targets
- The financial results and profitability for the financial year 2024

- The recommendation of the Company's Remuneration Committee proposes the distribution of the total amount €437,670 (increased by 8% versus last year) which will be paid according to the Company's Remuneration Policy. For the more comprehensive information of the Company's shareholders, it is noted that the respective amount that will be distributed to executives and employees of the subsidiary Eurobank S.A. amounts to €31,222,662 (increased by 19% versus last year), which will be paid according to the Bank's Remuneration Policy.

It should be noted that according to the legislation in force and the Remuneration Policy for the employees with material impact on the Company's/Bank's risk profile the profit sharing, as well as the other variable remuneration that they receive in the form of stock options rights, is deferred and paid over the next 4-5 years in equal installments, for a percentage ranging from 40% to 70% depending on the individual's position. These payments are subject to "Malus" (reduction of unvested compensation) or "Clawback" (recover of paid compensation) arrangements.

It is clarified that based on the Financial Statements for the year ended 31 December 2024, which have already been approved by the AGM (item 1), the amount will be distributed from the "Special Reserves" account.

It is noted that the final disposition per beneficiary will be implemented by the relevant bodies and in accordance with the terms and conditions of the corporate internal regulations/procedures and policies.

### *Draft proposed resolution on aforementioned item of the agenda:*

*The AGM, with a majority exceeding the minimum required by the law, approved the distribution of a total amount of €437,670 to executives and employees of the Company from the "Special Reserves" account.*



## 7. Approvals according to article 86 of L. 4261/2014.

Required quorum:	50% of share capital
Required quorum of Repeat Meeting:	50% of share capital
Required majority:	66% of votes (present in person or by proxy)

It is noted that in case that the above required quorum is not achieved, the AGM decides by a majority of 75% of the votes represented (in person or by proxy).

Following the recommendation of the Remuneration Committee, the BoD proposes to the AGM to approve, pursuant to the provisions and following the procedure of article 86 of L. 4261/2014, a higher than 100% maximum level of the ratio between the fixed and variable components of remuneration for the following eight (8) executives:

1. Chief Executive Officer (CEO): 175%  
(no variable remuneration changes versus last year)
2. Deputy CEO, Group Chief Operating Officer (COO) & International Activities: 149%  
(no variable remuneration changes versus last year)
3. Deputy CEO, Head of Corporate & Investment Banking: 149%  
(no variable remuneration changes versus last year)
4. Deputy CEO, Head of Retail & Digital Banking: 136%  
(7% variable remuneration increase versus last year)
5. General Manager Group Risk Management, Group Chief Risk Officer (Group CRO): 134%  
(4% variable remuneration increase versus last year)
6. General Manager Group Finance, Group Chief Financial Officer (Group CFO): 134%  
(4% variable remuneration increase versus last year)
7. General Manager Group Strategy: 137%  
(6% variable remuneration increase versus last year)
8. General Manager Markets: 117%  
(no variable remuneration changes versus last year)

For the proposed ratios of variable remuneration the responsibilities of the specific executives as well as the variable remuneration paid in the banking sector, but also in businesses of other important sectors of the economy, in Greece and abroad, were taken into consideration. The aforementioned are senior executives with responsibility for the overall course of the Group, inside and outside Greece. The proposed ratios of variable remuneration are also provided as recognition of their strong commitment to the Group's results. In addition, it is noted that although the Group net profit has increased by 27% versus last year, the variable remuneration of the CEO and the two (2) other executive members of the Board of Directors is not changing, so that the increases in the amount of profit distribution (under 6 above) and in total of the variable remuneration to be directed to the remaining executives and employees of the Company.

The proposed variable remuneration will be paid based on the Remuneration Policy: 50% in cash, through profit sharing (item 6 above), and 50% in the form of stock options (in accordance with the 5-years Stock Options Plan approved by the General Meeting on 28.07.2020). The CEO will receive 30% of the total variable remuneration upfront, and the remaining 70% will be deferred and paid over the next 5 years in equal installments. The same deferral period applies to the other senior executives for 60% of their total variable remuneration.

It is noted that the total deferred variable remuneration is subject to "Malus" (reduction of unvested compensation) or "Clawback" (recover of paid compensation) arrangements.

The proposed variable remuneration is gradually recognized in the financial results and included in the 3-year Business Plan approved by the BoD, as well as in the ICAAP report submitted to the regulator, both resulting that a sound capital base is maintained with projected capital ratios substantially higher than the regulatory requirements. It is also noted that the portion of variable remuneration paid through stock options does not burden the net worth and capital base on the contrary, it strengthens it by the amount of the exercised stock options.

Draft proposed resolution on aforementioned item of the agenda:

*The AGM, with a majority exceeding the minimum required by the law, approved, pursuant to the provisions and following the procedure of article 86 of l. 4261/2014, a higher than 100% maximum level of the ratio between the fixed and variable components of remuneration for the above eight (8) executives, as proposed hereinabove by the BoD.*

**8. Approval of amendment of the Remuneration Policy for Directors.**

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Following the recommendation of the Remuneration proposes to the AGM to approve the amendment of the Remuneration Policy for Directors ("Policy"), which has been approved by the AGM of the shareholders of the Company on 23.07.2024 pursuant to the provisions in articles 110 and 111 of L. 4548/2018. The proposed amendment concerns the adjustment of the fees of the Chairman and the Non-Executive Members of the Board of Directors, taking into account the adjustments made to the fees of the members of the Boards of Directors of the Group's subsidiary banks abroad, with the aim of maintaining coherence and balance within the Group.

Draft of the revised Policy is available in the Company's website ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)).

Draft proposed resolution on aforementioned item of the agenda:

*The AGM, with a majority exceeding the minimum required by the law, approved the amendment of the Remuneration Policy for Directors of the Company.*

**9. Approval of the remuneration for the financial year 2024 and of the remuneration to be paid for the financial year 2025 for the Directors.**

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

Following the recommendation of the Remuneration Committee, the BoD proposes to the AGM to approve:

1) The remuneration paid during the financial year 2024 to the Board members, for the execution of their duties as Board members and as members of the Board Committees, of a total gross amount of €1,420,635, as these had been approved by the Annual General Meeting of shareholders of the Company on 23.07.2024.

2) The payment of the remuneration to the Board members from 01.07.2025 onwards proportionally, as follows:

i) annual gross remuneration (including Eurobank S.A. contribution to the Eurobank Group's Occupational Insurance Fund (Pension Scheme) amounting to €362,000 to the Chairman of the Board for executing his relevant duties (increased by 3% versus last year approval). It is noted that the said remuneration of the Board Chairman includes the remuneration related to the execution of his duties as non-executive member (2.ii below) and as member of Board Committees (2.iii below);

ii) annual gross remuneration amounting to €82,000 to each non-executive Board member;

iii) annual gross remuneration to the non-executive Board members for executing their duties as members of the Board Committees, as follows:

- to the Chairperson of the Audit and Board Risk Committees €60,000
- to the Vice Chairperson of the Audit and Board Risk Committees €35,000
- to each member of the Audit Committee and Board Risk Committee €17,500
- to the Chairperson of the Nomination & Corporate Governance Committee and the Remuneration Committee €40,000
- to each member of the Nomination & Corporate Governance Committee and the Remuneration Committee €15,000
- to the Chairperson of the Board Digital and Transformation Committee €30,000
- to each member of the Board Digital and Transformation Committee €10,000.

It is also noted that remuneration is paid only to the non-executive Board members who do not hold an employment relationship or a salary assignment relationship with the entities of the Company's Group. In addition, it is noted that the Group net profit has increased by 27% versus last year whereas the aforementioned proposals provide for an average increase of 8%.

It is noted that, due to same composition of the Board of the Company with the Board of its subsidiary "Eurobank S.A." ("Bank") and of the Board Committees of these companies (either such Committees function in the Company or not), the Directors shall be paid solely by one of the two entities, and more precisely by the Bank.

It is understood that in case the above-mentioned positions are not held throughout the entire financial year of 2025, an amount corresponding to the respective period will be paid.

All fees/remuneration of the Board members are consistent with the Remuneration Policy for Directors and the relevant provisions of the law.

*Draft proposed resolution on aforementioned item of the agenda:*

*The AGM, with a majority exceeding the minimum required by the law, approved the remuneration paid during the financial year 2024 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 2025, as proposed hereinabove by the BoD.*

## 10. Remuneration Report for the financial year 2024.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

### Board's proposal/comment on the above agenda item:

Following the recommendation of the Remuneration Committee, the BoD submits for discussion and vote to the AGM the Remuneration Report ("Report") for the financial year 2024, in accordance with article 112 of L. 4548/2018.

The Report includes a comprehensive overview of the total remuneration paid to the members of the BoD for the financial year 2024, as prescribed by article 112 of L. 4548/2018.

The Report is and will remain available on the Company's website ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)) for a period of ten (10) years, as required by law.

In addition, the auditors of the Company audit whether and to what extent the Remuneration Report contains the information specified in the law. For this purpose, the relevant Remuneration Report submitted according to the above includes the relevant Audit Report of the auditing company "KPMG Certified Auditors S.A."

It is noted that, according to paragraph 3 of article 112 of L. 4548/2018, the shareholders' vote on the Report is advisory. The BoD will explain in the following Remuneration Report the way the advisory vote at the AGM has been taken into account.

## 11. Amendment of article 12 of the Company's Articles of Association.

Required quorum:	20% of share capital
Required quorum of Repeat Meeting:	no minimum
Required majority:	50% + 1 of votes (present in person or by proxy)

The BoD recommends to the AGM to supplement article 12 of the Company's Articles of Association to enhance the clarity of paragraph 2 of the said article. This will be achieved by incorporating an explanatory phrase within the paragraph, without introducing any change to the relevant provision.

### Draft proposed resolution on aforementioned item of the agenda:

*The AGM, with a majority exceeding the minimum required by the law, approved the amendment of Article 12 of the Company's Articles of Association by updating paragraph 2 of article 12 (the relevant update of the paragraph appears in track changes mode):*

#### *"Article 12 General Meeting*

1. The General Meeting is the supreme body of the Company, convened by the Board of Directors and entitled to resolve upon any matters concerning the Company. The shareholders have the right to participate and vote in the General Meeting, either in person or by their legal representatives, according to the law each time in force. The appointment and revocation of the legal representative and the relevant notification to the Company may take place via electronic means, and more specifically via electronic mail (email) at the email address referred to in the Invitation of the General Meeting and/or other electronic means referred to therein.

2. Following a resolution of the Board of Directors and pursuant to the each time in force applicable legislation and the procedure included in the invitation to the General Meeting, the shareholders may participate in the General Meeting by distance, with audio visual or other electronic means, without physical presence at the venue of its convention. Consequently the Board of Directors may decide that the General Assembly will meet either in a hybrid manner (with the physical presence of shareholders at the venue of convention the General Assembly and with the participation of shareholders remotely through electronic means) or entirely with the participation of shareholders remotely through electronic means in accordance with the applicable legislation and the procedure outlined in the invitation to the General Assembly. A respective right to attend the General Meeting have, pursuant to the each time in force applicable legislation, the members of the Board of Directors, the Auditors of the Company as well as other persons that attend the Meeting on its Chairman's responsibility. In addition, following a resolution of the Board of Directors and pursuant to the each time in force applicable legislation and the procedure included in the invitation to the General Meeting, the shareholders may participate in the voting of the General Meeting by distance, by mail or by electronic means, prior to the proceedings of the General Meeting.

3. The minutes of the General Meeting are signed by the Chairman and the Secretary of the General Meeting. Copies or extracts of the minutes are issued by the persons who have the authority to issue copies and extracts of the Minutes of the Board of Directors.».

#### **12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.**

In accordance with article 44, par. 1 case i of L. 4449/2017 as in force, the Annual Activity Report of the Audit Committee for the financial year 2024 is submitted to the AGM (including the sustainability policy of the Company), which is available on the website of the Company ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)).

#### **13. Submission of the Independent Non-Executive Directors' Report.**

The Independent Non-Executive Directors' Report is submitted to the AGM, which is available on the Company's website ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)).

### 3. DOCUMENTS SUBMITTED TO THE GENERAL MEETING

The following documents have been made available to the website of the Company [www.eurobankholdings.gr](http://www.eurobankholdings.gr):

- The Annual Financial Report for the year 2024
- Draft of the new Remuneration Policy of the Directors
- The Remuneration Report for the financial year 2024
- The Annual Audit Committee Activity Report for the financial year 2024
- The Independent Non-Executive Directors Report

All items on the agenda of the Annual General Meeting are analyzed in section 2. «SUMMARY OF ITEMS ON THE AGENDA».

## 4. INVITATION

### **Eurobank Ergasias Services and Holdings S.A.**

#### **Annual General Meeting of the Shareholders**

**30 April 2025**

**10:00 a.m.**

#### **INVITATION**

In accordance with Law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as in force, and the Articles of Association of the Company, the Board of Directors by its decision dated 28 March 2025 invites the shareholders of Eurobank Ergasias Services and Holdings S.A. to participate remotely in real time via teleconference in the Annual General Meeting, on Wednesday, 30 April 2025, at 10:00 a.m., in order to discuss and decide on the following items of the agenda:

1. Annual Separate and Consolidated Financial Statements for the financial year 2024. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.
3. Appointment of Auditors for the financial year 2025.
4. Dividend distribution and authorizations.
5. Approval of the distribution of the Company's Net Profits to executives and employees of the Company.
6. Acquisition of own shares.
7. Approvals according to article 86 of L. 4261/2014.
8. Approval of amendment of the Remuneration Policy for Directors.
9. Approval of the remuneration for the financial year 2024 and of the advance payment of the remuneration for the Directors for the financial year 2025.
10. Remuneration Report for the financial year 2024.
11. Amendment of article 12 of the Company's Articles of Association.
12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.
13. Submission of the Independent Non-Executive Directors' Report.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repetitive Meeting on Thursday, 15 May 2025, at 10:00 a.m., also remotely in real time via teleconference, without the publication of a further invitation.

The Annual General Meeting and any Repetitive Meeting will take place remotely in real time via teleconference by electronic means, under the conditions of the legislation in force and the specific provisions in the present invitation.

In addition, in accordance with the provisions in the Articles of Association of the Company, shareholders are provided with the option to participate remotely by mail vote in the vote on the items of the Annual General Meeting and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of the legislation in force and the specific provisions in the present invitation.

Pursuant to articles 121 par. 4, 124 par. 6, 125, 126 and 128 of Law 4548/2018, the Company informs the shareholders on the following:

#### **A. Right To Participate and Vote in the General Meeting**

In the Annual General Meeting of 30 April 2025 is only entitled to participate and vote any person who has the status of shareholder at the start of the fifth (5th) day before the meeting date of the Annual General Meeting, i.e. at the beginning of 25 April 2025 ("**Record Date**").

The Record Date of 25 April 2025 is also the record date for the Repetitive General Meeting.

For the Company, shareholder who is entitled to participate in the General Meeting and exercise the right to vote is considered any person who is registered on the Record Date in the Dematerialized Securities System (DSS) of the company "Hellenic Central Securities Depository S.A." (ATHEXCSD) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) and the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The shareholder capacity is verified by any legal means and in any case based on information the Company receives by ATHEXCSD via a direct electronic linkup of the Company with the records of DSS or through the abovementioned intermediaries in accordance with the abovementioned provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the General Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par. 5 of Law 4548/2018).

Exercising the rights of participation and vote does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits the ability to sell and transfer these shares during the period between the Record Date and the date of the General Meeting. Each share is entitled to one vote.

#### **B. Procedure for Participating and Voting remotely in real time by teleconference**

In order for shareholders to participate and vote at the Annual General Meeting on 30 April 2025 or at any Repetitive Meetings which will take place remotely, in real time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group to provide remote General Meeting services, in real time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company "Hellenic Central Securities Depository S.A." (ATHEXCSD), while for the teleconference are used the ZOOM meeting services of the company Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet with an installed browser and internet access is required.

In order for a shareholder or his/her proxy to create an account in the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.



If, on accessing the internet platform, the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System (DSS) and has been provided to the Company by the "Hellenic Central Securities Depository S.A." (ATHEXCSD ) or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the "Hellenic Central Securities Depository S.A." "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as with the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide and/ or update the information above, in order to create the account.

**For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary that provides them with custody services for the shares of the Company, as the case may be, in order to notify and/ or update their valid email address and mobile telephone number for their identification.**

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Company's Investor Information Services Division by email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) or by telephone at +30 2144046400 (daily between 09.30 and 17.00).

Furthermore, from the publication of the Invitation and until the end of the General Meeting, information and support will be provided to shareholders and their representatives on matters relating to the conduct of the General Meeting via the platform AXIA e-SM (e.g. sign in, voting, etc.) at (+30) 210 3366426 or by e-mail to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

Shareholders that participate at the Annual General Meeting by teleconference in real time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings, shareholders must log in on time through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders that will have been successfully connected to the internet platform will be able to participate in the Annual General Meeting by teleconference in real time via a link that will be sent to them by email.

By activating the teleconference application ZOOM through the link at the start of the Annual General Meeting, shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally while it is conducted,

while at the same time through the internet platform, they will be able to:

- c) vote in real time during the General Meeting on the items of the agenda and
- d) receive information on the recording of their vote.

### **C. Procedure for remotely participating in the vote that takes place before the General Meeting (Mail Vote)**

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the agenda of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018 and according to the following.

More specifically, shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting can make use of the following options:

a) either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they will have previously created an account and have successfully registered as described in B. above at the latest until twenty-four (24) hours before the date of the Annual General Meeting (i.e. until 10.00 a.m. on 29.04.2025 at the latest),

b) or by completing and submitting the "Mail vote Document", with the signature authenticated, to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia,

or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the shareholder, the representative or the proxy, via email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr), at least twenty-four (24) hours before the date of the General Meeting (i.e. until 10.00 a.m. on 29.04.2025 at the latest),

c) or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company by 10.00 a.m. on 29.04.2025 at the latest.

II. It is noted that shareholders that wish to appoint proxies to participate at the remote vote on the items of the General Meeting which will take place before the General Meeting can appoint up to one (1) proxy; the appointment must be made at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 28.04.2025 at the latest), as specifically described below in D. II.

After that date, it will not be possible to participate by proxy in the vote that will take place before the Annual General Meeting.

III. If the quorum, as required by the law in order to decide the whole or part of the original agenda, is not obtained during the meeting of 30 April 2025, at the Repetitive General Meeting which will take place on Thursday, 15 May 2025 at 10.00 a.m., the right to vote remotely by mail vote must be exercised again by a vote that will take place before the Repetitive General Meeting, in the following ways:

a) either by exercising again the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above at the latest twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. until 10.00 a.m. on 14.05.2025 at the latest).

b) or by completing and submitting a new "Mail vote document" that will be provided by the Company for the items for which no decision was taken on 30 April 2025, filled-in and signed, with the signature authenticated, to the Company's Investor Information Services Division at Panagouli & Siniosoglou Streets, building E, 14234 N. Ionia, or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the shareholder, the representative or the proxy via email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr), at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 14.05.2025 at the latest).

c) or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the Repetitive General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company by 10.00 a.m. on 14.05.2025 at the latest.

IV. For the potential Repetitive General Meeting on 15 May 2025, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate at the remote vote that will take place before the General Meeting, can appoint up to one (1) proxy, at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 13.05.2025 at the latest), as specifically mentioned below in D.II.

After that date, it will not be possible to participate by proxy at the vote that will take place before the Repetitive General Meeting.

For any questions and for instructions, shareholders may contact the Investor Information Services Division of the Company by email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) or by telephone at +30 2144046400 (daily between 09.30 and 17.00).

In addition, shareholders are requested to confirm that the "Mail Vote Document" is successfully sent to and received by the Company and, to this end, they can call the Investor Information Services Division of the Company at +30 2144046400.

#### **D. Procedure for Participating and Exercising Voting Rights by Proxy**

I. Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. In cases where a shareholder owns shares of the Company that are held in more than one investor securities account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each account. A proxy appointment can be freely recalled. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A shareholder may appoint a proxy for one or more General Meetings and for a specific time period. The proxy shall vote according to the shareholder's instructions, if any. Non-compliance with the instructions received by the shareholder shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was the decisive one for the achievement of a majority. The shareholder's proxy shall archive the voting instructions for at least one (1) year, starting from the date of the General Meeting or, in case of postponement, from the date of the last Iterative Meeting in which the proxy right was exercised.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
- b) a member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company,
- c) an employee or an auditor of the Company or a shareholder that exercises control or other legal person or entity that is controlled by a shareholder that exercises control of the Company,
- d) a spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is made by electronic mail at the email address on the Invitation to the General Meeting or, in case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the Annual General Meeting of 30 April 2025 or any Repetitive Meetings, remotely in real time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediary that provides custody services for the shares of the Company, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Annual General Meeting (i.e. by 10.00 a.m. on 28.04.2025 at the latest).

For the potential Repetitive General Meeting of 15 May 2025, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, they can appoint up to one (1) proxy, at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 13.05.2025 at the latest).

Upon receipt of the information above by the Company and based on the email address and mobile telephone of the proxy, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Company has made available documents:

- a) To appoint a proxy to participate in the General Meeting on 30 April 2025 remotely in real time by teleconference; and
- b) To appoint a proxy to vote on the items of the agenda of the General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy either at the Investor Information Services Division of the Company at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia, tel.+30 2144046400) or at the Company's offices at 8 Othons str., 105 57 Athens, and in electronic form on the website of the Company (<https://www.eurobankholdings.gr/en/investor-relations/shareholders/information-about-the-general-meetings/>).

The appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to the Investor Information Services Division of the Company at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia,

or be sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or the shareholder by e-mail at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) at least forty-eight (48) hours before the date of the General Meeting.

In addition, shareholders are requested to confirm that the proxy document is successfully sent to and received by the Company, and, to this end, they can call the Investor Information Services Division of the Company at +30 2144046400.

## **E. Minority Shareholders' Rights**

1. Shareholders representing 1/20 of the paid-up share capital of the Company may request:

- (a) to include additional items in the Agenda of the Annual General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Annual General Meeting, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.

(b) to make available to shareholders six (6) days prior to the Annual General Meeting at the latest, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the Annual General Meeting.

(c) the disclosure by the Board at the Annual General Meeting of the amounts paid to each member of the Board or to the management as well as of any benefits acquired by such persons from any cause or through any contract, during the last two (2) years, provided that the request is filed with the Company at least five (5) full days prior to the Annual General Meeting.

2. Any shareholder may request, provided that the said request is filed with the Company at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with the information regarding the affairs of the Company, insofar as such information is relevant to the items on the agenda.

3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is filed with the Company at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with information on the course of the business affairs and financial status of the Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Company ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)).

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The documents to be submitted to the Annual General Meeting, the present Invitation, the total number of existing shares and voting rights, the documents for voting by proxy and mail vote as well as the draft resolutions/comments of the Board of Directors on each item of the Agenda shall be made available in electronic form on the website of the Company ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)) and in hardcopy form either at the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 14234 N. Ionia (tel. +30 2144046400) either at the Company's offices, 8, Othonos Str., 105 57 Athens, where shareholders can obtain copies.

Athens, 28 March 2025

THE BOARD OF DIRECTORS

## 5. BALLOT-PAPER

**OF THE ANNUAL GENERAL MEETING OF 30 APRIL 2025 OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A.**  
*(and in the case of postponement or interruption of the Meeting)*

ITEMS ON AGENDA	AGAINST	ABSTAIN
1. Annual Separate and Consolidated Financial Statements for the financial year 2024. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>
5. Acquisition of own shares.	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the distribution of the Company's Net Profits to executives and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
7. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the remuneration for the financial year 2024 and of the advance payment of the remuneration for the Directors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration Report for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
11. Amendment of article 12 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.	For information	
13. Submission of the Independent non-Executive Directors Report.	For information	
<b>NOTE: THE INSTRUCTIONS FOR THE VOTING PROCESS THROUGH ELECTRONIC MEANS, WILL BE GIVEN DURING THE MEETING</b>		

## 6. MAIL VOTE DOCUMENT

**For voting remotely before the Annual General Meeting of shareholders of "Eurobank Ergasias Services and Holdings S.A." (the "Company") of 30 April 2025**

I the undersigned shareholder / legal representative of shareholder / proxy holder of shareholder of the Company:

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
DSS Investor Share No	
DSS Securities Account	
Number of shares (if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the Record Date, as this is stated in the Invitation of the AGM)	
Name of the legal entity's representative who signs the form (completed by legal entities only)	
Mobile Phone Number	
Email	

With the present document I am notifying you of  
(please mark with ✓ your choices)

- my vote  
 the vote of the shareholder that I represent or I am a proxy holder of

on the items of the Annual General Meeting of shareholders of the Company of Wednesday 30 April 2025 at 10.00, as follows:

- IF YOU APPROVE THE ITEMS BELOW, SUBMIT THIS DOCUMENT AS IS, WITHOUT ANY MARKINGS**  
 For any item (items) that you do not approve, or wish to abstain from the voting, please mark the corresponding column on the right "AGAINST" or "ABSTAIN" respectively.

ITEMS ON AGENDA	AGAINST	ABSTAIN
1. Annual Separate and Consolidated Financial Statements for the financial year 2024. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>
5. Acquisition of own shares.	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the distribution of the Company's Net Profits to executives and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
7. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the remuneration for the financial year 2024 and of the advance payment of the remuneration for the Directors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration Report for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>
11. Amendment of article 12 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.	For information	
13. Submission of the Independent non-Executive Directors Report.	For information	

Place and date: .....	
_____ (name/surname)	_____ (signature)
(signature verification)	
<b>Instructions:</b>	
<p>1. The present document, filled-in and signed, with the signature authenticity verified, is submitted to the Company's Investor Information Services Division at: Panagouli &amp; Siniosoglou Streets, Building E, 142 34 N. Ionia or is sent digitally, signed by using a recognized digital signature (qualified certificate), by the shareholder, the representative or the proxy holder via e-mail at the e-mail address <a href="mailto:Investorsinfo@eurobankholdings.gr">Investorsinfo@eurobankholdings.gr</a>, at least twenty-four (24) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 29.04.2025 at the latest).</p>	
<p>2. If the present mail vote is transmitted by a proxy holder, the appointment of the proxy holder must be made at least forty-eight (48) hours before the date of the General Meeting, i.e. by 10.00 a.m. on 28.04.2025 at the latest. Following that date, it will not be possible to participate by proxy at the vote that will take place before the General Meeting.</p>	



## 7. PROXY FOR PARTICIPATING REMOTELY BY TELECONFERENCE

### AT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A. OF 30 APRIL 2025

The undersigned Shareholder/ legal representative of Shareholder of Eurobank Ergasias Services and Holdings S.A.

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
Mobile Phone Number	
Email	
DSS Investor Share No	
DSS Securities Account	
Number of shares <i>(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date) as this is stated in the Invitation of the AGM).</i>	
Name of the legal entity's representative who signs the form (completed by legal entities only)	

hereby authorize, empower and direct <sup>1, 2, 3</sup>

**[Please note that you can appoint, as follows, one (1) proxy holder.]**

<input type="checkbox"/> 1. Mr. G. Zanias	<input type="checkbox"/> 2. Mr. F. Karavias
<input type="checkbox"/> 3. Mr. S. Ioannou	<input type="checkbox"/> 4. Mr. K. Vassiliou
<input type="checkbox"/> 5. Ms. K. Kallimani	

**Note:** The above are directors and officers of the Company. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

#### or alternatively:

6. .... email ..... Mobile Phone Number .....
<b>Note:</b> In case your proxy is the abovementioned under (6) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Company and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.
<b>Note:</b> Please fill in the mobile phone number and email of your hereinabove (under 6) proxy, in order to enable him/her to vote remotely by teleconference in the Annual General Meeting of shareholders of the Company. If not provided, participation in the Annual General Meeting will not be possible. In case your proxy is one of 1-5 mentioned above, there is no need to fill in any email and mobile phone number.

to represent me / the Legal Entity<sup>4</sup> at the Annual General Meeting of the Shareholders of the Company to be held on **Wednesday, 30 April at 10:00 a.m.**, remotely in real time via teleconference, or any adjournment thereof and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity<sup>5</sup>, for all / ..... voting rights owned by me / the Legal Entity<sup>6</sup> on the Record Date, taking any and all necessary actions as follows<sup>7</sup>:

	FOR	AGAINST	ABSTAIN
ALL ITEMS ON THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or

<sup>1</sup> Please select one (1) proxy by marking the appropriate box 1-5 with a ✓ or add your proxy under 6. If more are selected, the first one will be deemed to have been appointed.

<sup>2</sup> The proxy could be either a natural person or a legal entity.

<sup>3</sup> Relevant information on voting by proxy is included in the Invitation of the Annual General Meeting.

<sup>4</sup> Delete as appropriate.

<sup>5</sup> Delete as appropriate.

<sup>6</sup> Delete as appropriate.

<sup>7</sup> Please mark the appropriate box with a ✓.

<b>ITEMS ON AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Annual Separate and Consolidated Financial Statements for the financial year 2024. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Acquisition of own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the distribution of the Company's Net Profits to executives and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the remuneration for the financial year 2024 and of the advance payment of the remuneration for the Directors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration Report for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Amendment of article 12 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.	For information		
13. Submission of the Independent Non-Executive Directors Report.	For information		

Place and date: .....

\_\_\_\_\_  
(name/surname)

\_\_\_\_\_  
(signature)

(signature verification)

**Instructions:**

The present document, filled-in and signed, with the signature authenticity verified, is submitted to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 142 34 N. Ionia or is sent digitally, signed by using a recognized digital signature (qualified certificate), by the shareholder or the representative via e-mail at the e-mail address [Investorsinfo@eurobankholdings.gr](mailto:Investorsinfo@eurobankholdings.gr), at least forty eight (48) hours before the date of the Annual General Meeting.

**8. PROXY FOR VOTING REMOTELY BEFORE THE ANNUAL GENERAL MEETING**

**OF THE SHAREHOLDERS OF EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A. OF 30 APRIL 2025**

The undersigned Shareholder/ legal representative of Shareholder of Eurobank Ergasias Services and Holdings S.A.

Name / Company Name	
Address / Registered Office	
Identity card number/Company's Register Num.	
Mobile Phone Number	
Email	
DSS Investor Share No	
DSS Securities Account	
Number of shares <i>(if no number of shares is filled-in, the proxy will be valid for the total number of shares registered in the Investor Account on the record date) as this is stated in the Invitation of the AGM.</i>	
Name of the legal entity's representative who signs the form (completed by legal entities only)	

hereby authorize, empower and direct <sup>1, 2, 3</sup>

**[Please note that you can appoint, as follows, one (1) proxy holder.]**

- |  |  |
|--|--|
| <input type="checkbox"/> 1. Mr. G. Zantias   | <input type="checkbox"/> 2. Mr. F. Karavias  |
| <input type="checkbox"/> 3. Mr. S. Ioannou   | <input type="checkbox"/> 4. Mr. K. Vassiliou |
| <input type="checkbox"/> 5. Ms. K. Kallimani |  |

**Note:** The above are directors and officers of the Company. In case your proxy is any of the above and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

**or alternatively:**

6. ....  
email .....  
Mobile Phone Number .....

**Note:** In case your proxy is the abovementioned under (6) and no specific voting instructions are provided, your proxy will vote as s/he thinks fit. In case your proxy be a member of the BoD or an employee of the Company and no specific written voting instructions are given (i.e. by marking the appropriate box «For»/ «Against»), the proxy will have to abstain.

**Note:** Please fill in the mobile phone number and email of your hereinabove (under 6) proxy, in order to enable him/her to vote in the Annual General Meeting of shareholders of the Company at least twenty-four (24) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 29.04.2025 at the latest). If not provided, participation in the voting on the Items of the Agenda of the Annual General Meeting will not be possible. In case your proxy is one of 1-6 mentioned above, there is no need to fill in any mobile phone number and email.

to represent me / the Legal Entity<sup>4</sup> at the Annual General Meeting of the Shareholders of the Company to be held on Wednesday, 30 April 2025 at 10:00 a.m, via teleconference, or any adjournment thereof, and to vote in my name and on my behalf / in the name and on behalf of the Legal Entity<sup>5</sup>, at least twenty-four (24) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 29.04.2025 at the latest), for all / ..... voting rights owned by me / the Legal Entity<sup>6</sup> on the Record Date, taking any and all necessary actions as follows<sup>7</sup>:

<sup>1</sup> Please select one (1) proxy by marking the appropriate box 1-5 with a ✓ or add your proxy under 6. If more are selected, the first one will be deemed to have been appointed.

<sup>2</sup> The proxy could be either a natural person or a legal entity.

<sup>3</sup> Relevant information on voting by proxy is included in the Invitation of the Annual General Meeting.

<sup>4</sup> Delete as appropriate.

<sup>5</sup> Delete as appropriate.

<sup>6</sup> Delete as appropriate.

<sup>7</sup> Please mark the appropriate box with a ✓.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>ALL ITEMS ON THE AGENDA</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or

<b>ITEMS ON AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Annual Separate and Consolidated Financial Statements for the financial year 2024. Directors' and Auditors' Reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the overall management for the financial year 2024 and discharge of the Auditors for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Dividend distribution and authorizations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Acquisition of own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the distribution of the Company's Net Profits executives and employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approvals according to article 86 of L. 4261/2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of amendment of the Remuneration Policy for Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the remuneration for the financial year 2024 and of the advance payment of the remuneration for the Directors for the financial year 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration Report for the financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Amendment of article 12 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Submission of the Annual Activity Report of the Audit Committee for the financial year 2024.	For information		
13. Submission of the Independent Non-Executive Directors Report.	For information		

Place and date: .....

\_\_\_\_\_  
(name/surname)

\_\_\_\_\_  
(signature)

(signature verification)

**Instructions:**

The present document, filled-in and signed, with the signature authenticity verified, is submitted to the Company's Investor Information Services Division at: Panagouli & Siniosoglou Streets, Building E, 142 34 N. Ionia or is sent digitally, signed by using a recognized digital signature (qualified certificate), by the shareholder or the representative via e-mail at the e-mail address [Investorsinfo@eurobankholdings.gr](mailto:Investorsinfo@eurobankholdings.gr), at least forty eight (48) hours before the date of the Annual General Meeting.

## 9. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 28 March 2025, the total number of Eurobank Ergasias Services and Holdings S.A. shares amounts to 3,676,736,329 listed, electronic, ordinary registered shares.

## 10. MINORITY SHAREHOLDERS' RIGHTS

(a) At the request of shareholders, representing 1/20 of the paid-up capital, the Board of Directors is obliged to include additional items on the agenda of the General Assembly that has already been convened, if the relevant application is submitted to the Board of Directors at least 15 days before the General Assembly. Additional matters must be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 of Law 4548/2018 at least 7 days before the General Assembly. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision for approval by the General Assembly and the revised agenda is published in the same manner as the previous agenda, 13 days before the date of the General Assembly and at the same time it is made available to the shareholders on the company's website together with the justification or the draft resolution submitted by the shareholders according to the provisions of paragraph 4 of article 123 of law 4548/2018. If these items are not published, the requesting shareholders are entitled to request the postponement of the General Assembly in accordance with paragraph 5 of article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph at the expense of the company. The Board of Directors is not obliged to include items on the agenda or to publish or disclose them together with the justification or the draft resolution submitted by the shareholders if their content appears to be contrary to law or morality.

(b) Shareholders representing 1/20 of the paid-up capital have the right to submit draft decisions on items included in the initial or revised general agenda of the General Assembly. The relevant application must be submitted to the Board of Directors at least 7 days before the date of the General Assembly, while the draft decisions are made available to the shareholders according to the provisions of paragraph 3 of Article 123 of Law 4548/2018 at least 6 days before the date of the General Assembly. The Board of Directors is not required to publish or notify draft decisions submitted by shareholders if their content appears to be contrary to law or morality.

(c) At the request of any shareholder, that is filed with the company at least 5 full days before the General Assembly, the Board of Directors is obliged to provide to the General Assembly the specific information requested for the company's affairs insofar as they are relevant to the items on the agenda. The obligation to provide information does not exist when the relevant information is already available on the company's website, in particular in the form of questions and answers. Idem, the Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders' requests with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors to provide information is valid are settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

(d) At the request of a shareholder or shareholders representing 1/20 of the paid-up capital, the chairman of the meeting shall postpone the decision-making of the General Assembly on all or certain matters, defining the resumption day of the meeting, as specified in the shareholders' request, which may not be more than 20 days from the date of postponement. The meeting of the General Assembly that follows a postponed one is a continuation of the previous one and does not require the resumption of the publication formalities of the invitation of the shareholders. New shareholders may participate in this meeting, subject to the relevant participation formalities in accordance with the provisions of paragraph 6 of Article 124 of Law 4548/2018 apply.

(e) At the request of shareholders, representing 1/20 of the paid up capital, that is filed with company at least 5 full days before the General Assembly, the Board of Directors is obliged to notify to the General Assembly, if it is annual, the amounts that have been paid to each member of the Board during the last two years or the managers of the company, as well as any benefit to such persons from any cause or contract of the company with them.

(f) At the request of shareholders, representing 1/10 of the paid up capital, that is filed with the company at least 5 full days before the General Assembly, the BoD is obliged to provide to the General Assembly information on the course of corporate affairs and the assets of the company. The Board of Directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders in the BoD, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph the Board of Directors can respond once to shareholders with the same content. Any doubts as to whether or not the reasoning for refusal by the Board of Directors is valid, provision of information is settled by the court by a decision given in the interim proceedings. By the same decision the court also obliges the company to provide the information that it refused. The decision is not challenged by legal remedies.

In the above mentioned cases, the requesting shareholders must prove their shareholding status and the number of shares they hold in the exercise of the relevant right. Proof of shareholding may be provided by any legal instrument and, in all cases, on the basis of information received by the company from the central securities depository.

## **11. TERMS AND CONDITIONS FOR THE PARTICIPATION IN THE REMOTE GENERAL MEETING OF THE SHAREHOLDERS OF "EUROBANK ERGASIAS SERVICES AND HOLDINGS S.A."**

The Annual General Meeting of Shareholders of the company "Eurobank Ergasias Services and Holdings S.A." (the Company) will convene on Wednesday, 30 April 2025, at 10.00 a.m., remotely in real-time by teleconference without the physical presence of Shareholders, or in a potential Repeat Meeting on Thursday, 15 May 2025, at 10.00 a.m., also remotely in real-time by teleconference without the publication of a further invitation.

Shareholders of the Company will participate at the General Meeting exclusively by electronic means.

Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the "Terms for the remote General Meeting").

Capitalized terms used have the meaning as defined in the Appendix to the present.

### **1. Introductory remarks**

1.1. In order for Shareholders to participate and vote at the General Meeting or at any Repetitive Meeting, it is necessary that they, or their proxies, create and use an electronic account in the Internet Platform that has been developed by the Hellenic Exchanges-Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

1.2. The Internet Platform is provided by "Hellenic Central Securities Depository S.A.", while for the teleconference are used the ZOOM Meeting services provided by Zoom Video Communications Inc..

1.3. In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

1.4. In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

1.5. If, on accessing the Internet Platform the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the Hellenic Central Securities Depository or through intermediaries as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", shareholders must provide or/and update the information above through their Participants in the DSS of their Securities Account, in order to create the account.

1.6. Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email.

By activating the teleconference application (ZOOM) via the link at the start of the General Meeting, Shareholders will be able to:

a) follow the proceedings of the General Meeting with electronic or audiovisual means,

b) take the floor and address the General Meeting orally during the General Meeting,

while at the same time, through the Internet Platform they will be able to:

c) vote in real time during the General Meeting on the items of the daily agenda,

d) receive information on the recording of their vote



1.7. The deadlines, during which the rights of Shareholders can be exercised are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting.

1.8. Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

1.9. The Company reserves the rights at any time to modify, suspend, cancel or limit the mechanisms for the electronic General Meeting and vote when necessary or appropriate for technical or security reasons.

## **2. Technical infrastructure**

2.1. The Company ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices. The Company will cooperate and make use of the services of reliable Third-Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

2.2. Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist. The Company, through Third Party Suppliers, takes all measures, technical and organization, and makes every possible effort to ensure as much as possible the continuous and uninterrupted of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices. However, due to the nature of the Internet and web applications, the Company and the Third Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual. In cases such as the above, the Company and the Third Party Suppliers will make every possible effort to restore its operation, however beyond that, the Company and the Third Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

2.3. It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and non-portable. Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company for any damages suffered by Shareholders. Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means which will allow access to the Internet Platform.

2.4 Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (ZOOM). The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate substantively in the General Meeting.

Furthermore, from the publication of the Invitation and until the end of the General Meeting, there will be provided support at (+30) 210 3366426 or by e-mail to [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

2.5. Shareholders can notify any failure in the technical infrastructure through the help desk referred to in clause 2.4. Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arouses from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate at the General Meeting or to vote electronically during (any part) of the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

2.6. In the event that during the General Meeting the Chairman of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts the proceedings of the General Meeting, the Chairman of the General Meeting informs Shareholders that are participating at the General Meeting.

The Chairman of the General Meeting may decide, at her absolute discretion, taking into consideration the possible impact in the decision making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/ or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairman, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairman may, at her absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and / or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/ or to vote electronically during (any part) of the General Meeting. The Chairman of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

2.7. If the Chairman of the General Meeting decides to suspend or postpone the General Meeting, as mentioned in clause 2.6, then the whole process that has taken place up to the point of suspension or postponement and any decisions taken on the items of the daily agenda will be valid.

### **3. Right to participate and vote at the General Meeting**

3.1. The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chairman of the Meeting to Shareholders.

3.2. Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real-time electronically, provided that he has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account in the Internet Platform and clauses 1.1 to 1.6 of the present and in accordance with the instructions provided in the Invitation.

3.3. In order to participate in the General Meeting, Shareholders must connect through the Internet Platform, before the start of the General Meeting and to declare that they intend to participate in the General Meeting. Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link that must be followed to connect to the teleconference of the General Meeting.

3.4 On the date of the General Meeting, in order to participate in the proceedings Shareholders must connect in a timely fashion through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

3.5. Shareholders that do not connect to the Internet Platform on time before the start of the General Meeting in accordance with clause 3.4 above and up until the announcement of the start of the proceedings by the Chairman of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will only be able to follow the live feed of the General Meeting by teleconference.

3.6. Shareholders who have not appointed a proxy or representative by the deadline (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform before the start of the General Meeting will, in accordance with clause 3.4, participate at the General Meeting, unless the General Meeting refuses for good reason and justifies its refusal. In that case, they will not be counted among the Shareholders that are present at the General Meeting and will only be able to follow the live feed of the General Meeting by teleconference.

3.7. Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting:

(i) are considered to be present in person at the General Meeting;

(ii) are included in the calculation of the quorum of shareholders present or represented at the General Meeting and the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting based on the number of voting rights they stated they would exercise in accordance with clause 3.3 above;

(iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting;

(iv) will have the right to vote in real-time during the General Meeting on the items of the daily agenda at the point in time announced by the Chairperson;

(v) will be able to take the floor and address the General Meeting orally during the General Meeting;

(vi) will receive information on the registration of their vote.

3.8. The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).

3.9. Any early disconnection by Shareholders before the end of the General Meeting does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected. Shareholders can connect again to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically.

In all other cases, Shareholders will only be able to follow the live stream of the General Meeting through teleconference.

3.10. Shareholders will be able to vote electronically from the time when the Chairman of the General Meeting announces the start of voting on the items of the daily agenda, following the completion of the proposals and discussion on the items of the daily agenda, and up until the point when the Chairperson of the General Meeting announces the end of voting.

The Chairman of the General Meeting may, at her absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when she announces the end of voting.

3.11 For Shareholders that participate in the voting on the items of the General Meeting that takes place before the General Meeting (mail vote), voting on the items of the daily agenda will be possible exclusively and only for the time period indicated in the Invitation to the General Meeting.

Following that time point, it will not be possible for Shareholders to participate in the voting on the items of the daily agenda that takes place before the General Meeting by mail vote.

On entering the Internet Platform, Shareholders will declare the number of voting rights with which they wish to participate at the General Meeting and vote, and, if they wish, they can amend that number (to a lower one).

Shareholders that vote on time as above can follow the live feed of the General Meeting by teleconference.

3.12. Shareholders that voted on time as above before the General Meeting by mail vote will be able to withdraw it, as follows:

a) If they voted before the General Meeting through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, up until the start of the General Meeting.

b) If they voted before the General Meeting by sending to the Company the "Mail Vote Form", they will be able to withdraw their vote in the same manner in which they submitted it, 48 hours before the date of the General Meeting at the latest.

Shareholders above may, if they wish, participate in person at the General Meeting under clauses 1.1 to 1.5 and 3.1 to 3.9 of the present.

#### **4. Vote confirmation and voting results**

4.1. Submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn, subject to the conditions in par. a) and b) of clause 3.12.

4.2. Each Shareholder who voted at the General Meeting (including by mail vote) will receive from "Hellenic Central Securities Depository S.A." confirmation of registration of her vote on the items of the daily agenda through the Internet Platform after the end of the General Meeting.

4.3. If during voting the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he will receive, in accordance with clause 4.2, confirmation by the "Hellenic Central Securities Depository S.A." that the remaining rights were noted as "ABSTAIN".

4.4. After the end of voting on the items of the daily agenda and the vote count, the Chairperson informs Shareholders about the results of the vote.

The results of the vote on the items of the General Meeting will be published on the website of the Company, in accordance with the law.

#### **5. Communication**

For any questions concerning these Terms for the remote General Meeting, you may contact the Investor Information Services Division of the Company by email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) or by telephone at +30 2144046400 (daily between 09.30 – 17.00).

For any information regarding support to Shareholders and their representatives, you may contact by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by telephone at +30 210 3366426.

#### **Appendix - Definitions**

**Company** refers to the company «**Eurobank Ergasias Services and Holdings S.A.**».

**General Meeting** refers to the General Meeting of Shareholders of «**Eurobank Ergasias Services and Holdings S.A.**» dated **30 April 2025**, which will take place remotely in real time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue, under the conditions of articles 125 and 126 of Law 4548/2018.

**Internet Platform** refers to the internet platform <https://axia.athexgroup.gr/en/home> that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the “Hellenic Central Securities Depository” for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders.

**Teleconference application / teleconference** refers to the ZOOM Meeting services that are provided by Zoom Video Communications Inc., through which teleconference is provided.

**Mail vote** refers to the participation remote participation of Shareholders in the vote on the items of the General Meeting that will take place before the General Meeting.

Shareholder of the Company is the one that is registered on the start of the fifth (5th) day before the date of the General Meeting (“Record date”), i.e. on **April, 25th 2025**, in the Dematerialized Securities System (DSS) of the company “HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)” or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2019, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021). Proof of shareholding status may be evidenced by any legal means and in any case based on information received by the Company electronically by ATHEXCSD, if the latter provides registration services, the participating and registered intermediaries in the central securities depository in any other case. A shareholder may participate in the General Meeting, based on the confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, provided by the intermediary, unless the General Meeting refuses such participation for a material cause, which justifies its refusal, in compliance with the relevant statutory provisions (Article 19 (1), Law 4569/2018 and Article 124, Law 4548/2018).

**Terms for the remote General Meeting** refers to the present terms and conditions.

**Chairman of the General Meeting** refers to the Chairman of the General Meeting that will take place remotely in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

**Third Party Suppliers** refers to the companies “Hellenic Central Securities Depository S.A.”, headquartered in Athens, and “Zoom Video Communications Inc.”, headquartered in San Jose California.