



INVITATION
to the Ordinary General Meeting of Shareholders
of 'Optima bank S.A.'
Licence No 52/17.12.99 of the Bank of Greece
G.E.M.I. No 3664201000

Following a decision of the Board of Directors of the societe anonyme under the name 'Optima bank SA.' (hereinafter: the "Bank") adopted at its meeting dated April 7, 2025, the Shareholders of the Bank are invited to the **Ordinary General Meeting on 29 April 2025, Tuesday at 11:00** in Athens, in the "Pacific" room, on the mezzanine floor of the "N.J.V.Athens Plaza" Hotel on 2 Vas. Georgiou A' street, 105 64, Syntagma Square, to decide on the following agenda items:

AGENDA ITEMS

1. Submission and approval of the Annual Financial Report (Bank & Group) in accordance with the International Financial Reporting Standards for the fiscal year 01.01.2024 to 31.12.2024, accompanied by the relevant Reports of the Board of Directors and the Certified Public Accountants.
2. Approval of the overall management carried out during the fiscal year 01.01.2024 – 31.12.2024, in accordance with Article 108 of Law 4548/2018 and discharge of the Certified Public Accountants for the same fiscal year, in accordance with Article 117 of Law 4548/2018.
3. Election of Certified Public Accountants for the fiscal year 2025 and approval of their remuneration.
4. Approval of profit allocation and dividend distribution for the year 2024.
5. (a) Announcement of the election by the Board of Directors of a new Member of the Board of Directors in place of a resigned Member.

(b) Ratification of the election of a new Member of the Board of Directors as an Independent Non-Executive Member in place of a resigned Member.
6. Submission of the Audit Committee's activity Report for the year 2024, in accordance with Article 44(1), point (i), Law 4449/2017.
7. Submission of the Report of the independent non-executive members of the Board of Directors in accordance with Article 9(5) of Law 4706/2020.
8. Submission for discussion of the Remuneration Report for the fiscal year 2024, in accordance with Article 112 of Law 4548/2018.
9. Approval of the remuneration of the Members of the Board of Directors for the fiscal year 2024 and determination of the amount of such remuneration through participation in the profits for the fiscal year 2025 until the Ordinary General

Meeting for the year 2026, in accordance with the provisions of article 109 of Law 4548/2018.

10. Split of the Bank's shares with a ratio of three (3) new shares to replace one (1) old one, with a reduction in the nominal value of each share from 3.45 euros to 1.15 euros. Respective amendment of Article 5 of the Bank's Articles of Association – Provision of powers of attorney.
11. Distribution of part of the profits for the year 2024, as a one-off special remuneration (Bonus) due to the achievement of objectives to members of the Board of Directors and staff of the Bank – Provision of powers of attorney.
12. Establishment of a share buy-back programme in accordance with Article 49 of Law 4548/2018 – Provision of powers of attorney.
13. Approval of amendment of the Suitability Policy of the Members of the Board of Directors.
14. Update (amendment) of the Remuneration Policy of the Members of the Board of Directors of the Bank.
15. Other issues - Miscellaneous

If the required quorum for the items on the agenda is not reached, the shareholders of the Bank are invited to an **Iterative Ordinary General Meeting on 15 May 2025, Thursday at 11:00** in Athens, in the 'Pacific' room, on the mezzanine floor of the Hotel 'N.J.V. Athens Plaza' on 2 Vas. Georgiou A' Str., 105 64, Syntagma Square.

It is noted that no new invitation for the Iterative Ordinary General Meeting will be published, in accordance with article 130 par. 2 of Law 4548/2018. The items of the Agenda of any Iterative General Meeting will be the above mentioned, with the exception of the items on which a decision may be taken.

In accordance with Articles 121, 123, 124 and 128 of Law 4548/2018 and the Articles of Association of the Bank, the Bank informs the Shareholders of the following:

A. Right to Participate and Vote in the Ordinary General Meeting

The right to participate and vote in any (initial or iterative) meeting of the Ordinary General Meeting of the Bank is held by any natural or legal person who has the **shareholder status** at the beginning of the fifth (5th) day before the date of the (initial) meeting of the Ordinary General Meeting, i.e. on the record date, i.e. **on April 24, 2025 (the "Record Date")**. The Bank considers as shareholders who are entitled to participate in the General Meeting and exercise the right to vote **only those registered on the Record Date** in the Dematerialized Securities System (DSS) of the société anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" (EL.K.A.T.) or the persons identified as such on the basis of the relevant date through registered intermediaries or other intermediaries subject to the provisions of the law.

Optima Bank S.A. The Bank is supervised by the Bank of Greece under Operating Licence No 52/2/17.12.99
G.E.M.I. No: 003664201000 • LEI Code: 2138008NSD1X1XFUK750 • Tax Identification Number: 099369013, Tax Office: KEFODE ATTICA
Aigialias 32 & Paradisou, 151 25 Maroussi. Tel. 210 81.73.000 • Fax. 210 81.73.101

Proof of shareholder status may be provided by any legal means and in any case on the basis of information received by the Bank from the Central Securities Depository, provided that it provides registry services or through the participating and registered intermediaries in the Central Securities Depository in all other cases.

It is noted that the exercise of the above rights (participation and voting) does not require the blocking of the shares or any other similar procedure that limits the ability to sell or transfer them during the period between the Record Date and the date of the Ordinary General Meeting (or respectively the Iterative General Meeting).

Each ordinary, voting, dematerialised share of the Bank grants the right to one (1) vote at the General Meeting.

B. Procedure for Participation and Voting in the General Meeting

Shareholders may participate and vote in the Ordinary General Meeting of April 29, 2025 or in any Iterative Meeting with physical presence at the place of the Meeting, either in person or through proxies.

Participation and voting by physical presence is carried out in accordance with the provisions of Law 4548/2018 and the Bank's Articles of Association.

Participation and Voting Procedure through a proxy at the General Meeting

- I. Each shareholder may appoint up to three (3) proxies. Legal persons may appoint up to three (3) natural persons as their proxies. However, if the Shareholder holds shares of the Bank which appear in more than one securities account, this limitation does not prevent the Shareholder from appointing different proxies for the shares appearing in each securities account in relation to the Ordinary General Meeting.

A proxy acting for several shareholders may vote differently for each shareholder.

A Shareholder's proxy is obliged to disclose to the Bank, prior to the beginning of the General Meeting, any specific event that may be useful to shareholders in assessing the risk that the proxy may serve interests other than those of the Shareholder. Within the meaning of this paragraph, a conflict of interest may arise in particular where the proxy:

- a) is a controlling shareholder of the Bank or is another legal person or entity controlled by such shareholder;
- b) is a member of the Board of Directors or of the general management of the Bank or of a controlling shareholder of the Bank, or of another legal person or entity controlled by a controlling shareholder of the Bank;
- c) is an employee or auditor of the Bank or of a controlling shareholder of the Bank, or of another legal person or entity controlled by a controlling shareholder of the Bank;
- d) is a spouse or first-degree relative with one of the natural persons referred to in points (a) to (c).

The proxy shall vote, in accordance with the instructions of the Shareholder, if any, and shall be obliged to keep a record of the voting instructions for at least one (1) year from the date of the Ordinary General Meeting or Iterative Meeting at which he/she made use of the proxy. Any non-compliance of the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive for the

achievement of the majority, and non-compliance with the instructions does not create liability for the Bank and is a matter of the internal shareholder-proxy relationship.

- II. The Bank will make available the relevant - Proxy Appointment Form - for the appointment of a proxy on its website <https://www.optimabank.gr/about-us/corporate-governance/general-meetings> and in hard copy at the Investor Relations, Shareholder and Corporate Communications Department (32 Aigialeias & Paradisou Street, P.C. 15125, Maroussi, Attica, tel. +30 210 8173 367 & +30 210 8173 454). The above form for the appointment of a proxy or agent of the shareholder shall be submitted completed and signed to the Bank at least forty-eight (48) hours before the date of the General Meeting, i.e. **by 27 April 2025 at 11:00 at the latest:**
- by email to investors@optimabank.gr or
 - by submission or by post to the Investor Relations, Shareholder and Corporate Communications Department of Optima bank (32 Aigialias Street & Paradisou, P.C. 15125 Maroussi, Attica, tel. +30 210 8173 367 & +30 210 8173 454).

In the case of shareholders - legal entities, the Bank reserves the right to verify their legalization and representation. In the event of non-compliance with the forty-eight-hour deadline, the said shareholders shall participate in the General Meeting, unless the General Meeting refuses such participation for a valid reason justifying its refusal. The proxy holder is requested to confirm the successful dispatch of the proxy appointment form and its receipt by the Bank, by calling +30 210 8173 367 & +30 210 8173 454. (Investor Relations, Shareholder and Corporate Communications Department) during business days and hours.

The power of attorney is freely revocable and if several forms for the appointment of a proxy are sent to the Bank, the last one received within the specified time limit will be taken into account.

- III. If an Iterative General Meeting is held, the Shareholder who wishes to appoint a proxy for the first time or to appoint a proxy other than the one he/she appointed for the initial General Meeting must follow the same procedure, as described in paragraph II above, within the above time limits, i.e. no later than forty-eight (48) hours before the date of the Iterative General Meeting, i.e. **until 13/05/2025 at 11:00**. If a Shareholder wishes to participate only in the Iterative General Meeting, the form must refer to the specific meeting and the instructions must concern only the items of the Agenda on which no decision was taken at the initial General Meeting.

C. Minority Rights of Shareholders

1. At the request of Shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors is obliged to include additional items on the agenda of the General Meeting, which has already been convened, if the relevant request reaches the Board of Directors at least fifteen (15) days before the General Meeting, i.e. **until 13/04/2025**. Additional items must be published or disclosed, under the responsibility of the Board of Directors, in accordance with Article 122 of Law 4548/2018, at least seven (7) days before

the General Meeting. The request for the inclusion of additional items on the agenda shall be accompanied by a justification or a draft decision to be approved by the General Meeting and the revised agenda with the additional items shall be made public in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. until **15/04/2025** and at the same time shall be made available to the shareholders on the Bank's website (www.optimabank.gr), together with the justification or the draft decision submitted by the shareholders in accordance with Article 123(4) of Law 4548/2018.

If these items are not published, the requesting shareholders are entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of article 141 of Law 4548/2018 and to proceed to the publication themselves, in accordance with the second subparagraph of this paragraph, at the expense of the Bank.

2. Shareholders representing one twentieth (1/20) of the paid-up capital have the right to submit draft resolutions on matters included in the initial or any revised agenda of the General Meeting. The relevant request must reach the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. until **21/04/2025**, and the draft decisions are made available to the shareholders in accordance with Article 123(3) of Law 4548/2018, at least six (6) days before the date of the General Meeting, i.e. until **22/04/2025**.

The Board of Directors is not obliged to include items on the agenda or to publish or disclose them together with a justification and draft decisions submitted by the shareholders in accordance with paragraphs 1 & 2 hereof, if their content is manifestly contrary to the law and morals.

3. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the Meeting is obliged to postpone only once the decision-making by the General Meeting, on all or certain items, setting as the date for the continuation of the meeting the one specified in the shareholders' request, which may not be more than twenty (20) days from the date of the postponement. The postponed General Meeting constitutes a continuation of the previous one and does not require the repetition of the publication formalities of the shareholders' invitation and new shareholders may participate in it, subject to the relevant participation formalities and subject to the provisions of Article 124(6) of Law 4548/2018 (record date).

4. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to announce to the Ordinary General Meeting the amounts paid over the past two years to each member of the Board of Directors or the directors of the Bank, as well as any benefit granted to these persons from any cause or agreement of the Bank with them. This request by the Shareholders must reach the Board of Directors of the Bank at least five (5) full days before the General Meeting, i.e. until **23/04/2025**. The Board of Directors may respond uniformly to requests from shareholders with the same content.

5. At the request of any shareholder, submitted to the Bank at least five (5) full days before the General Meeting, i.e. until **23/04/2025**, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Bank's affairs, insofar as these are relevant to the items on the agenda. The Board of Directors may respond uniformly to requests from shareholders with the same content. There is no obligation to provide

information where the relevant information is already available on the Bank's [website \(www.optimabank.gr\)](http://www.optimabank.gr), in particular in the form of questions and answers.

6. At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which shall be submitted to the Bank within the time limit laid down in the previous paragraph, i.e. **up to and including 23 April 2025**, the Board of Directors shall be required to provide the General Meeting with information on the progress of corporate affairs and the Bank's assets.

In the cases referred to in paragraphs 4-6 above, the Board of Directors may refuse to provide the information for a sufficient substantive reason, which shall be recorded in the minutes. Such a reason may be, according to the circumstances, the representation of the requesting shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.

In all the above cases, the applicant shareholders must prove their shareholder status and, except in the case of paragraph 5 above, the number of shares they hold at the time of exercising of the relevant right. Proof of shareholder status may be provided by any legal means and in any case on the basis of information received by the Bank from the Central Securities Depository, provided that it provides registry services, or through the participants and registered intermediaries in the Central Securities Depository in any other case.

D. Available documents and information

The information referred to in paragraphs 3 and 4 of Article 123 of Law 4548/2018, namely this Invitation, the total number of the Bank's current shares and voting rights, the Proxy Form, the documents to be submitted to the Ordinary General Meeting and the draft decisions/comments of the Board of Directors on each item on the agenda, as well as the above information regarding the exercise of the minority rights of the Shareholders referred to in paragraphs 2, 3, 6 and 7 of Article 141 of Law 4548/2018, shall be made available in electronic form on the Bank's website <https://www.optimabank.gr/about-us/corporate-governance/general-meetings> > **2025 > Ordinary General Meeting of 29.04.2025** and in printed form at the Investor Relations, Shareholder and Corporate Communications Department (32 Aigialias & Paradeisou Str., P.C. 15125 Marousi Attikis, tel. +30 8173 367 & +30 210 8173454)

Maroussi, April 7th 2025
For the Board of Directors

Georgios Taniskidis
Chairman of the Board of Directors