

Friday, 23 July 2021

ANNOUNCEMENT

Resolutions of the Annual General Meeting of the shareholders, of the Board of Directors and of the Audit Committee of 23.07.2021

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

A. In the Annual General Meeting of the Company's shareholders, held on July 23, 2021, at 10 a.m., remotely via teleconference in real time, participated shareholders representing 2,762,035,636 shares out of 3,709,161,852 shares, corresponding to 75.53% of the paid up share capital with voting rights on the items of the agenda. It is noted that, according to Law 3864/2010, as in force, for the calculation of the percentages of quorum and majority of the General Meeting, the 52,080,673 common shares of the Company held by the Hellenic Financial Stability Fund are not included. In respect of the items on the agenda, as referred to on the invitation dated 02.07.2021, the General Meeting:

1. Approved the Annual and Consolidated Financial Statements for the financial year 2020, as well as the Directors' and Auditors' Reports.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,759,547,154 (99.91% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,759,547,154
 - Against: 0
- Abstain: 2,488,482

2. Approved the overall management for the financial year 2020 as well as the discharge of the Auditors for the financial year 2020.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,757,985,589 (99.85% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,745,297,428
 - Against: 12,688,161
- Abstain: 4,050,047

3. Approved:
 - a) the appointment of the firm KPMG Certified Auditors S.A. (KPMG) as statutory auditor for the Annual and Consolidated Financial Statements of the Company for the financial year 2021 and
 - b) KPMG's relevant fees for the audit of the Annual and Consolidated Financial Statements of the Company for the financial year 2021 to amount to €0.2 m.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,762,035,636 (100% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,761,923,261
 - Against: 112,375
- Abstain: 0

4. Approved the amendment of the Remuneration Policy for Directors of the Company, which had been approved by the Annual General Meeting of shareholders of the Company on 28.07.2020.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,762,035,636 (100% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 1,845,735,628
 - Against: 916,300,008
- Abstain: 0

5. Approved the remuneration paid during the financial year 2020 as well as the advance payment of remuneration for the financial year of 2021 to the non-executive Board members for the execution of their duties as Board members and as members of the Board Committees.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,762,035,636 (100% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,762,034,636
 - Against: 1,000
- Abstain: 0

6. Casted a positive vote on the Remuneration Report for the financial year 2020.

The voting results on the respective items were as follows:

- Number of shares for valid votes given: 2,762,035,636 (100% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,724,757,343
 - Against: 37,278,293
- Abstain: 0

7. Approved the final appointment of Ms. Cinzia Basile as independent non-executive member of the Board, in replacement of the resigned independent non-executive member of the Board Mr. George Myhal.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,738,211,552 (99.14% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,733,461,750
 - Against: 4,749,802
- Abstain: 23,824,084

8. Approved the Nomination Policy of the Directors of the Board.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,738,211,552 (99.14% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,738,211,552
 - Against: 0
- Abstain: 23,824,084

9. Approved:

a) The election of the following as Board members of the Company:

1. Andreas D. Athanassopoulos
2. Konstantinos V. Vassiliou
3. Alice K. Gregoriadi,
4. George P. Zanias
5. Stavros E. Ioannou
6. Fokion C. Karavias
7. Irene K. Rouvitha Panou
8. George K. Cryssikos
9. Cinzia Basile
10. Rajeev Kakar
11. Bradley Paul L. Martin
12. Jawaid A. Mirza
13. Efthymia P. Deli, Representative of the HFSF

The term of office of the members will expire on 23.07.2024, prolonged until the end of the period the Annual General Meeting for the year 2024 will take place.

b) The appointment of Messrs. Alice K. Gregoriadi, Irene K. Rouvitha Panou, Cinzia Basile, Rajeev Kakar and Jawaid A. Mirza as independent non-executive Board members.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,653,305,600 (99.06% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,384,769,247
 - Against: 268,509,353
- Abstain: 108,730,036

10. Approved:

- a) The Audit Committee to function as Committee of the Board consisting of members of the Board.
- b) The Audit Committee to consist of six (6) non-executive members of the Board, of which at least three (3) shall be independent.
- c) The term of office of the members of the Audit Committee that will be appointed by the Board in accordance with article 44, par. 1c of L. 4449/2017, as in force, to coincide with their term of office as members of the Board of Directors, i.e. the term of office of the Audit Committee members will expire on 23.07.2024, prolonged until the end of the period the Annual General Meeting for the year 2024 will take place.

The voting results on the respective item were as follows:

- Number of shares for valid votes given: 2,762,035,636 (100% of the share capital with voting rights on the items of the agenda), out of which:
 - For: 2,706,387,805
 - Against: 55,647,831
- Abstain: 0

B. The Board of Directors of the Company, in its meeting of July 23rd, 2021:

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

1. George P. Zanias, Chairman, Non-Executive Director
2. George K. Cryssikos, Vice - Chairman, Non-Executive Director
3. Fokion C. Karavias, CEO, Executive Director
4. Stavros E. Ioannou, Deputy CEO, Executive Director
5. Konstantinos V. Vassiliou, Deputy CEO, Executive Director
6. Andreas D. Athanassopoulos, Deputy CEO, Executive Director

7. Bradley Paul L. Martin, Non-Executive Director
8. Rajeev K. L. Kakar, Independent Non-Executive Director
9. Jawaid A. Mirza, Independent Non-Executive Director
10. Alice K. Gregoriadi, Independent Non-Executive Director
11. Irene K. Rouvitha Panou, Independent Non-Executive Director
12. Cinzia V. Basile, Independent Non-Executive Director
13. Efthymia P. Deli, Non-Executive Director, Representative of the HFSF

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

1. Irene K. Rouvitha Panou, Independent Non-Executive Director
2. Cinzia V. Basile, Independent Non-Executive Director
3. Rajeev K. Kakar, Independent Non-Executive Director
4. Bradley Paul L. Martin, Independent Non-Executive Director
5. Jawaid A. Mirza, Independent Non-Executive Director
6. Efthymia P. Deli, Non-Executive Director, Representative of the HFSF

C. The Audit Committee of the Company, in its meeting of July 23rd, 2021, decided on its constitution and on the appointment of its Chairman and Vice - Chairman, as follows:

1. Jawaid A. Mirza, Independent Non-Executive Director, Chairman
2. Irene K. Rouvitha Panou, Independent Non-Executive Director, Vice - Chairman
3. Cinzia V. Basile, Independent Non-Executive Director, Member
4. Rajeev K. Kakar, Independent Non-Executive Director, Member
5. Bradley Paul L. Martin, Non-Executive Director, Member
6. Efthymia P. Deli, Non-Executive Director, Member