

INVITATION TO THE
ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
“Optima bank SA”
Bank of Greece Operating License No. 52/17.12.99
GCR No. 3664201000

Following a decision of the Board of Directors of the société anonyme under the name “Optima bank SA” (hereinafter referred to as the “Bank”), adopted at its meeting dated 30 April 2024, the Shareholders of the Bank are invited to an **Ordinary General Meeting** on **Thursday, 23 May 2024, at 11:00 a.m.**, in Athens, at the “Pella - Mycenae” hall, on the 1st floor of the “Divani Caravel” hotel, located at 2 Vasileos Alexandrou Ave, P.C. 161 21, to decide on the following items on the agenda:

ITEMS ON THE AGENDA

1. Submission and approval of the Annual Financial Report (Bank & Group) in accordance with the International Financial Reporting Standards for the fiscal year 01.01.2023 - 31.12.2023, together with the relevant Reports of the Board of Directors and the Certified Public Accountants.
2. Approval of the overall management that took place during the fiscal year 01.01.2023 - 31.12.2023, 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 audit of the Financial Statements for the fiscal year 2024.
4. Approval for the allocation of profits and distribution of dividend for the fiscal year 2023.
5. Adoption of a decision to increase the number of Members of the current Board of Directors of the Bank from ten (10) to eleven (11), with the election and addition of a new Member, whose term of office will expire at the same time as the term of office of the other Members.
6. Submission of the Report of the Audit Committee for the year 2023, pursuant to Article 44 (1)(i) of Law 4449/2017.
7. Submission of a report by the independent non-executive members of the Board of Directors in accordance with Article 9 par. 5 of Law 4706/2020.
8. Submission for discussion of the Remuneration Report for the fiscal year 2023, 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 2023 and determination of the amount of such remunerations through participation in the profits for the fiscal year 2024 until the Ordinary General Meeting of the year 2025, in accordance with the provisions of Article 109 of Law 4548/2018.

10. Free distribution of shares to Members of the Board of Directors and the staff, in accordance with the provisions of article 114 of Law 4548/2018, through capitalisation of profits for the fiscal year 2023 (Free share allocation plan). Corresponding amendment to Article 5 of the Bank's Articles of Association.
11. Distribution of part of the profits for the fiscal year 2023 to Members of the Board of Directors and staff of the Bank as a one-time extraordinary remuneration (Bonus) for achieving certain targets - Provision of authorisations.
12. Approval of amendments to the Policy for the Suitability of Members of the Board of Directors.
13. Update of the Bank's Remuneration Policy.
14. Other issues - Miscellaneous

In case of failure to reach the required quorum for the items on the agenda, the Shareholders of the Bank are invited to an **Iterative Ordinary General Meeting on Thursday, 30 May 2024, at 11:00 a.m.**, in Athens, at the "Pella - Mycenae" hall, on the 1st floor of the "Divani Caravel" hotel, located at 2 Vasileos Alexandrou Ave, P.C. 161 21.

Please note 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 on the Agenda of the Iterative General Meeting will be as stated above, with the exception of those items on which a decision may be taken.

In accordance with Articles 121, 123, 124 and 128 of Law 4548/2018 and the Bank's Articles of Association, 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 Bank's **Ordinary General Meeting** has any natural or legal person holding a shareholding status at the beginning of the fifth (5th) day before the date of the (initial) Ordinary General Meeting, i.e. on the date of registration, namely on **18 May 2024** (the "**Date of Registration**"). Only a shareholder who, **on the Date of Registration**, is registered in the Dematerialised Securities System (DSS) of the société anonyme "HELLENIC CENTRAL SECURITIES DEPOSITORY SA" (ELKAT) or any person identified as such on the relevant date by registered intermediaries or other intermediaries in compliance with the provisions of the law, is considered towards the Bank as shareholder having the right to participate in the General Meeting and vote.

The shareholder status may be proved by any legal means and, in any event, on the basis of information received by the Bank from the Central Securities Depository, if the latter provides registry services, or through participants and registered intermediaries in the Central Securities Depository in all other cases.

Please note that the exercise of the above rights (participation and voting) does not require freezing the shares or any other similar procedure which limits the possibility to sell or transfer them during the period between the Date of Registration and the date of the Ordinary General Meeting (or, respectively, the Iterative General Meeting).

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

B. Procedure for Participating and Voting in the General Meeting

Shareholders may participate and vote in the Ordinary General Meeting of 23 May 2024 or any Iterative General Meeting by being physically present at the venue of the Meeting, either in person or by proxy.

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.

Procedure for Participating and Voting by proxy in 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 restriction shall 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 more than one shareholders may vote differently for each shareholder.

The Shareholder's proxy shall be obliged to disclose to the Bank, before the start of the General Meeting, any specific fact that may be useful to the shareholders in assessing the risk of the proxy serving interests other than the interests of the Shareholder. For the purposes 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 that shareholder;
- b) is a member of the Board of Directors or of the general management of the Bank or of a shareholder controlling the Bank, or of another legal person or entity controlled by a shareholder controlling the Bank;
- b) is an employee or auditor of the Bank or of a shareholder controlling the Bank, or of another legal person or entity controlled by a shareholder controlling the Bank;
- d) is the spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c).

The proxy shall vote in accordance with the Shareholder's instructions, if any, and shall be required to file the voting instructions for at least one (1) year from the date of the Ordinary General Meeting or the Iterative General Meeting at which they exercised the mandate. Any failure of the proxy to comply with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in reaching the majority, and failure to comply with the instructions does not create liability for the Bank and is a matter of the internal relationship between the shareholder and the proxy.

- II. The Bank will make available the relevant 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 Shareholder Services and Corporate Announcements Department (32 Aigialeias & Paradisou Streets, P.C. 15125, Maroussi Attica, tel. +30 210 8173 367 & +30 210 8173 454. The above Form for the appointment of a shareholder's proxy or agent must be filled in, signed and

submitted to the Bank at least forty-eight (48) hours before the date set for the General Meeting, i.e. **by the 21st of May 2024, 11:00 a.m. at the latest:**

- By deposit or mailing to the Shareholder Services & Corporate Announcements Department of Optima bank (32 Aigialeias & Paradisou Streets, P.C. 15125 Maroussi Attica, tel. +30 210 8173 367 & +30 210 8173 454),
- or by email to investors@optimabank.gr.

In the case of shareholders - legal entities, the Bank reserves the right to verify their legalization and representation. In case of non-compliance with the forty-eight-hour deadline, such shareholders shall participate in the General Meeting, unless the General Meeting refuses such participation for a material reason, justifying its refusal.

The beneficiary 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 (Shareholder Services and Corporate Announcements Department) during working days and hours.

The power of attorney is freely revocable and, in the event that more than one proxy appointment forms are sent to the Bank, the last one received within the deadline will be taken into account.

- III. In the event of an Iterative General Meeting, a Shareholder wishing to appoint a proxy for the first time or to appoint a proxy other than the one appointed for the original General Meeting must follow the same procedure as described in paragraph II above, within the aforementioned time limits, i.e. no later than forty-eight (48) hours before the date of the Iterative General Meeting, i.e. **by 28/05/2024 at 11.00 a.m.** In the event that a Shareholder wishes to participate only in the Iterative General Meeting, the form should refer to the specific meeting and the instructions should refer only to the items on the Agenda on which no decision was taken during the initial General Meeting.

C. Minority Rights of the Shareholders

1. At the request of Shareholders representing one twentieth (1/20) of the paid-up capital, the Board of Directors shall be obliged to add additional items to the agenda of the General Meeting that has already been convened, if the relevant request is received by the Board of Directors at least fifteen (15) days before the General Meeting, i.e. **by 07/05/2024**. Additional items must be published or communicated, under the responsibility of the Board of Directors, in accordance with Article 122 of Law 4548/2018, at least seven (7) days prior to the General Meeting. The request for the inclusion of additional items in the agenda shall be accompanied by a justification or a draft decision for approval by the General Meeting and the revised agenda with the additional items shall be published in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting, i.e. **by 09/05/2024** and shall be made available to shareholders on the Bank's website (www.optimabank.gr), along with the justification or the draft resolution submitted by the shareholders in accordance with the provisions of paragraph 4 of Article 123 of Law 4548/2018.

If such items are not published, the requesting shareholders shall be entitled to request the postponement of the General Meeting, in accordance with paragraph 5 of Article 141 of Law

4548/2018, and to proceed with the publication themselves, as specified in 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 decisions on items included in the initial or any revised General Meeting agenda. The relevant request must be submitted to the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by **15/05/2024**, and the draft decisions shall be made available to the shareholders as defined in paragraph 3 of Article 123 of Law 4548/2018, at least six (6) days before the date of the General Meeting, i.e. by **16/05/2024**.

The Board of Directors shall not be obliged to include items on the agenda or to publish or disclose them, along with a justification and draft decisions submitted by the shareholders in accordance with paragraphs 1 to 2 of this Article, if their content is manifestly contrary to law and morality.

3. At the request of a shareholder or shareholders representing one twentieth (1/20) of the paid-up share capital, the Chairman of the General Meeting shall be obliged to postpone only once the adoption of decisions by the General Meeting, on all or certain items, by setting as date for the continuation of the meeting the date specified in the shareholders' request, which may not be more than twenty (20) days from the date of the postponement. The adjourned General Meeting shall constitute a continuation of the previous one, and therefore there will be no need to repeat the formalities for publishing the invitation of shareholders to it, and new shareholders may also participate therein, under the condition that the respective formalities for participation will be followed and subject to par. 6 of Article 124 of Law 4548/2018 (date of registration).

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 during the last two years to each member of the Board of Directors or the directors of the Bank, as well as any benefits granted to those persons due to any reason or on the basis of any contract entered into with them by the Bank. Such Shareholder's request must be submitted to the Board of Directors of the Bank at least five (5) full days before the General Meeting, i.e. up to **17/05/2024**. The Board of Directors may give one single response to several shareholders' requests with the same content.

5. At the request of any shareholder, submitted to the Bank at least five (5) full days prior to the General Meeting, i.e. by **17/05/2024**, the Board of Directors shall be obliged to provide the General Meeting with the requested specific information on the Bank's affairs, insofar as they are relevant to the items on the agenda. The Board of Directors may give one single response to several shareholders' requests with the same content. There is no obligation to provide information when the relevant information is already available on the Bank's website (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 submitted to the Bank within the deadline of the previous paragraph, i.e. by **17/05/2024**, the Board of Directors shall be obliged to provide the General Meeting with information on the progress of the Bank's corporate affairs, as well as its assets and liabilities.

In the cases referred to in paragraphs 4 - 6 above, the Board of Directors may refuse to provide the information for good cause, which shall be recorded in the minutes. Such a

reason may be, according to circumstances, the representation of the applicant shareholders on the Board of Directors pursuant to Articles 79 or 80 of Law 4548/2018.

In all the above cases, the applicant shareholders must prove their shareholding status and, except in the case of par. 5, the number of shares held at the time of exercising 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, if 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 set out in paragraphs 3 and 4 of Article 123 of Law 4548/2018, i.e. this Invitation, the total number of currently existing shares of the Bank and voting rights, the form for the appointment of a proxy, the documents to be submitted to the Ordinary General Meeting and the draft decisions/comments of the Board of Directors for each item of 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 will be available in electronic form on the Bank's website <https://www.optimabank.gr/about-us/corporate-governance/general-meetings> > *Ordinary General Meeting of 23.05.2024* and in hard copy at the Shareholders' Service & Corporate Announcements Department (32 Aigialeias & Paradisou Streets, P.C. 15125 Maroussi Attica, tel. +30 210 8173 367 & +30 210 8173 454).

Maroussi 30 April 2024
The Board of Directors

George Taniskidis
Chairman of the Board of Directors