

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
“Optima bank SA”

held on Thursday, 23 May 2024 at 11:00 in Athens
(at the “Pella - Mycenae” hall, on the 1st floor of the Hotel “Divani Caravel”, located at 2 Vasileos
Alexandrou Ave, P.C. 161 21)

COMMENTS AND PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS ON THE
AGENDA/
DRAFT DECISIONS

The Board of Directors (BoD) invites the shareholders of “Optima bank SA” to discuss and decide on the following items of the Agenda of the Ordinary General Meeting:

Item 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.

The

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2023 - 31.12.2023, including the Annual Financial Statements and the relevant Report and the Statements of the Board of Directors as well as the Audit Report of the Independent Certified Public Accountant, are submitted to the Ordinary General Meeting for approval.

The Annual Financial Report prepared in accordance with International Financial Reporting Standards, is approved by the Board of Directors of the Bank at its meeting held on the 9th of April 2024, published in accordance with the law and available on the Bank’s website, the address of which is www.optimabank.gr, via the following link: [Financial data of the bank | Optima bank](#)

The Board of Directors recommends to the General Meeting the approval of the Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2023 - 31.12.2023, together with the relevant Reports and Statements of the Board of Directors and the Certified Public Accountant’s Report.

DRAFT DECISION ON ITEM 1

Having reached the requirements of quorum and qualified majority set out by the law, the Ordinary General Meeting approved the Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2023 - 31.12.2023, together with the relevant Reports and Statements of the Board of Directors and the Audit Report of the Certified Public Accountant.

Item 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.

Quorum: 20% of the share capital Majority: 50% + 1 of the votes represented

The General Meeting is called to a) approve, in accordance with Article 108 of Law 4548/2018, the overall management carried out by the Board of Directors during the fiscal year 2023; and b) decide, in accordance with Article 117 par. 1 case (c) of Law 4548/2018, on the discharge of the Certified Public Accountants respectively for the above fiscal year.

DRAFT DECISION ON ITEM 2

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting approved by open vote the overall management carried out by the Board of Directors during the fiscal year 2023 and the discharge of the Bank's Certified Public Accountants from any liability for the activities of said fiscal year.

Item 3: Election of Certified Public Accountants for the audit of the Financial Statements for the fiscal year 2024.

Quorum: 20% of the share capital Majority: 50% + 1 of the votes represented

The Board of Directors of the Bank unanimously recommends, including all its Independent Members, following the relevant recommendation of the Audit Committee (meeting No. 118 / 30.04.2024), to assign the ordinary audit of the Bank's annual financial statements for the fiscal year 2024, the tax audit for the same aforementioned fiscal year and the reports of pre-agreed procedures for the Remuneration Report of the members of the Board of Directors, the Deposit and Investment Guarantee Fund (TEKE) and the Guarantee Fund, to the Certified Public Accountants firm "DELOITTE CERTIFIED PUBLIC ACCOUNTANTS SA".

The Bank's Regular and Deputy Certified Public Accountant shall be appointed after consultation between the Bank and the said audit firm.

The total fee of the audit firm shall amount to €390,000 plus VAT, broken down as follows:

- an amount of €287,000 for the ordinary audit of the fiscal year 2024;
- an amount of €78,000 for the tax audit for the period 01.01.2024 - 31.12.2024;
- an amount of €15,000 for the remuneration report of the members of the Board of Directors; and
- an amount of €10,000 for the reports of pre-agreed procedures for the TEKE and the Guarantee Fund.

It is further proposed that the Board of Directors be authorised to negotiate with the audit firm any deviations from the above-mentioned fee related to any additional audit work that may be required, as well as to send the written notice - instruction to the elected audit firm within the time period prescribed by law.

DRAFT DECISION ON ITEM 3

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting decided to assign the regular audit of the Bank's annual financial statements for the fiscal year 2024, the tax audit for the same fiscal year and the reports of pre-agreed procedures for the Remuneration Report of the members of the Board of Directors, the Deposit and Investment Guarantee Fund (TEKE) and the Guarantee Fund, to the Certified Public Accountants firm "DELOITTE CERTIFIED PUBLIC ACCOUNTANTS SA, based in Maroussi, Attica, at 3a Frangokklisias & Granikou Street, with General Commercial Registry (GCR) No. 001223601000, TIN 094394788, SOEL(The Institute of Certified Public Accountants of Greece) Reg. No.: E120, for the above mentioned fees.

Furthermore, the General Meeting authorised the Board of Directors of the Bank to negotiate with the audit firm any deviations from the above mentioned fee related to additional audit work that may be required and to send the written notice - instruction to the elected audit firm within five (5) days from the date of its election.

Item 4: Approval for the allocation of profits and distribution of dividend for the fiscal year 2023.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The profits for the fiscal year 2023 (01/01/2023 - 31/12/2023) amounted, after deduction of the applicable income tax, to €100,720,593.04.

The Board of Directors recommends the allocation of the net profits for the fiscal year 2023 in accordance with Articles 158 and 159 of Law 4548/2018 and Article 36 of the Bank's Articles of Association as follows:

- a) the amounts of the credit items of the income statement, which do not constitute realised profits, amounting to €10.336.064,54, shall be deducted;
 - b) an amount of €4.904.869,10 shall be deducted for the formation of a legal reserve;
 - c) a debit amount of €3,098,786.37 relating to the valuation of financial assets at fair value through the statement of other income shall be deducted;
 - d) the reserve for the staff stock option plan of €5.326.020,86 shall be added,
- and it is proposed that part of the balance of the net profits up to the total amount of €38.175.422,48 be allocated through dividend distribution on the one hand and on the other hand for the purposes and in the ways that will be put to vote under the 10th and 11th item of the Agenda. For items 10 and 11 of the Agenda, it is proposed that the total cost to be borne by the Bank must not to exceed the total amount of €5,750,000.00.

For the allocation of part of the annual net profits of the Bank through dividend distribution for the fiscal year 2023, the Board of Directors recommends the payment of a dividend of €0.44 per share and a total gross amount of EUR 32,425,422.48 (73,694,142 shares x €0.44). It should be pointed out that the dividend amount of EUR 0.44 per share is subject to withholding tax (5% according to articles 61, 62 and 64 of Law 4172/2013, as in force.

In addition, it is proposed to define:

- a. as the dividend cut-off date: Tuesday, 25 June 2024
- b. as the date for determining the dividend beneficiaries: Wednesday, 26 June 2024
- c. as the dividend payment commencement date: Monday, 1 July 2024.

It is proposed that the Bank act as the paying bank of the dividend.

Finally, it is proposed that the Board of Directors of the Bank be authorised to do anything necessary or appropriate in the context of the implementation of this decision of the Ordinary General Meeting.

DRAFT DECISION ON ITEM 4

Having reached the requirements of quorum and qualified majority set out by the law, the Ordinary General Meeting approved the allocation of profits for the fiscal year 2023 up to the total amount of €38,175,422.48, of which for the distribution of dividends for the fiscal year 2023 an amount of €0.44 per share and a total gross amount of €32,425,422.48, and for the purposes put to discussion and vote under agenda items 10 and 11 below, up to the remaining maximum amount of €5,750,000.

For the dividend distribution, the General Meeting approved the dates of dividend cut-off, determination of dividend beneficiaries and commencement of dividend payment for the fiscal year 2023 as follows:

- i. Date of dividend cut-off: Tuesday 25 June 2024*
- ii. Date for determining the dividend beneficiaries: Wednesday 26 June 2024*
- iii. Dividend payment commencement date: Monday 1 July 2024.*

The payment of the dividend for the fiscal year 2023 shall be carried out through the Bank itself acting as paying bank.

Finally, the General Meeting authorised the Board of Directors to do anything necessary or appropriate in the context of the implementation of this decision of the Ordinary General Meeting.

Item 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.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

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Articles of Association provide that the Bank is managed by a Board of Directors consisting of three (3) to fifteen (15) members, elected by the General Meeting of Shareholders, while today the current Board of Directors consists of ten members.

The Board of Directors proposes to the General Meeting the appointment of Mr Nikolaos Giannakakis as a new Non-Executive Member of the Board of Directors, with his term of office expiring simultaneously with the term of office of the other members of the Board of Directors, i.e. on 10/09/2027 at the latest.

Justification for the proposal: The Board of Directors of the Bank, i) taking into consideration the recommendation of the Bank of Greece as to its composition in the framework of the Annual Supervisory Evaluation Procedure (ASRP) under the decision of the Credit and Insurance Committee of the Bank of Greece No. 473/3/21.07.2023, for the participation in the Board of Directors of a member with experience and academic background in IT project management (IT expert) within the framework of ensuring the requirements of Article 83 par. 7 of Law 4261/2014 and ii) following the recommendation of the Remuneration and Nominations Committee for a person suitable for the membership of the Bank's Board of Directors, with the required background and experience (IT expert), in accordance with the Policy for the Suitability of Members of the Board of Directors of the Bank, decided to strengthen its composition and proposes to the Ordinary General Meeting to increase the number of members of the Board of Directors from ten (10) to eleven (11) with the addition of an additional Non-Executive Member.

Curriculum vitae: In accordance with law, the detailed CV of the candidate member has been posted on the Bank's website and can be accessed via the link: [General Meetings | Optima bank](#) > Ordinary General Meeting of 23.05.2024.

Establishment of suitability criteria: It is noted that the Board of Directors found the following, based on the candidate's curriculum vitae and the relevant evaluation carried out:

(a) the proposed to be elected member of the Board of Directors meets the suitability criteria set out in the Bank's Board of Directors' Suitability Policy. In particular, the person is individually qualified to participate in the Board of Directors as: (i) has sufficient knowledge, skills and experience to perform his duties in view of the role, position and responsibilities proposed to be undertaken; (ii) is of good reputation, honesty, integrity and good moral character; (iii) has independence of judgment; (iv) there is no fact that could lead to a conflict of interest in the performance of his duties; and (v) has sufficient time to perform his duties at the Bank. All of the above have been demonstrated by the curriculum vitae, the interview and other supporting information requested from the candidate (in particular for item (iv) the candidate has completed a declaration of no conflict of interest). Indeed, the candidate member has taken into consideration the Act of the Executive Committee of the Bank of Greece 224/21.12.2023 on the assessment of suitability for the position of member of the Board of Directors and head of key operations of credit institutions and has submitted all necessary information one month before the proposed date of assumption of his duties, in order for the Bank of Greece to confirm his suitability for the position of member of the Board of Directors.

(b) there are no impediments or incompatibilities in the person of the proposed member of the Board of Directors, based on the provisions of Law 4706/2020. In fact, the candidate member has already filled in the declaration of candidacy form for the Bank's Board of Directors, in which he declares that there are no impediments or incompatibilities in regard to his candidacy.

(c) Mr Nikolaos Giannakakis has been and still is a senior executive of important and pioneering companies with international presence and has a long and diverse experience and knowledge in the broader field of IT, digital business transformation, artificial intelligence and technology. The Board of Directors believes that Mr Giannakakis' knowledge and experience as an IT expert and his remarkable course of studies will contribute to the smooth operation of the Board of Directors, the implementation of the Bank's business strategy and the achievement of its objectives,

particularly in the management of IT projects, and that he has the required academic background and experience.

Furthermore, the election of Mr Giannakakis is expected to contribute significantly to the collective suitability of the Board of Directors, as he possesses very important knowledge, skills and professional experience in technology, IT and cybersecurity issues and he and the other members of the Board of Directors, have a full understanding of the activities of the institution, including the main risks to which the Board of Directors may be exposed.

DRAFT DECISION ON ITEM 5

Having reached the requirements of quorum and qualified majority set out by the law, the Ordinary General Meeting approved the election and addition of Mr Nikolaos Giannakakis to the Board of Directors of the Bank as a Non-Executive Member, for the remainder of the term of office of the current Board of Directors elected by the Ordinary General Meeting of Shareholders held on 23.03.2023, that is until the 10th of September 2027.

Item 6: Submission of the Report of the Audit Committee for the year 2023, pursuant to Article 44 (1)(i) of Law 4449/2017

Note: this item will not be put to a vote.

In compliance with the provisions of Article 44, par. 1(i) of Law 4449/2017, as in force, the Bank's Audit Committee submits to the Ordinary General Meeting the Audit Committee's Audit Report for the year 2023 on its activities. The said report has been posted on the Bank's website and can be accessed via the link:

[General Meetings | Optima bank](#) > Ordinary General Meeting held on 23.05.2024

Item 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

Note: this item will not be put to a vote.

The Independent Non-Executive Members of the Board of Directors of the Bank submit their Report to the Ordinary General Meeting of Shareholders for information purposes only as required by Article 9 par. 5 of Law 4706/2020. The said report has been posted on the Bank's website and can be accessed via the link:

[General Meetings | Optima bank](#) > Ordinary General Meeting of 23.05.2024

Item 8: Submission for discussion of the Remuneration Report for the fiscal year 2023, in accordance with Article 112 of Law 4548/2018.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

Following the recommendation of the Bank's Remuneration and Nomination Committee, the Board of Directors submits to the Ordinary General Meeting of Shareholders for discussion and voting the Remuneration Report for the fiscal year 2023, in accordance with Article 112 of Law 4548/2018.

The said Report includes a comprehensive overview of the total remuneration and benefits in any form paid or due to each of the Members of the Board of Directors for the fiscal year 2023, in accordance with the specific provisions of Article 112 of Law 4548/2018 and Article 450 of Regulation (EU) 575/2013.

The Remuneration Report for the financial year 2023 is posted on the Bank's website and can be accessed via the following link:

[General Meetings | Optima bank](#) > Ordinary General Meeting of 23.05.2024

It will remain available for a period of ten (10) years, as required by law.

The content of the Remuneration Report for the financial year 2023 has been checked and confirmed by the Bank's statutory auditors, in accordance with par. 4 of Article 112 of Law 4548/2018.

Please note that, according to paragraph 3 of Article 112 of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory in nature. In its next Remuneration Report, the Board of Directors shall explain how the result of the advisory vote of the Ordinary General Meeting was taken into account.

DRAFT DECISION ON ITEM 8

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting voted positively on the Remuneration Report for the fiscal year 2023, in accordance with article 112 of Law 4548/2018.

Item 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.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board of Directors, following the recommendation of the Remuneration and Nomination Committee, proposes to the Ordinary General Meeting:

A. to approve the total remuneration, ordinary and extraordinary and in general expenses and all kinds of compensation paid for the period 01.01.2023 - 31.12.2023 to the Non-Executive Members of the Board of Directors, based on their capacity as non-executive members and to the Executive Members for services rendered to the Bank, based on a special agreement (employment contract), for a total gross amount of €1,089,043.11, broken down as follows:

- i. an amount of € 580,196.95 to the Executive Board Members; and
- ii. an amount of €508,846.16 to the Non-Executive Members of the Board of Directors,

against pre-approved by the Ordinary General Meeting of Shareholders held on 7 June 2023 amounts of a EUR 600,000.00 for the Executive Members and EUR 530.000,00 euros for the Non-Executive Members respectively. It is noted that in accordance with the decision of the above Ordinary General Meeting 2023, the remuneration of the Non-Executive Members of the Board of Directors for the second half of 2023 consisted of participation in the profits of the fiscal year (Article 109 par. 2 of Law 4548/2018, and Article 20 par. 2 of the Articles of Association).

It is pointed out that the above amounts include fees and benefits of Executive and Non-Executive Members of the Board of Directors with which contracts have been concluded that have been approved by decisions of previous General Meetings of the Bank's Shareholders.

B. Furthermore, the General Meeting is required to determine the amount of remuneration and benefits of any kind that the Members of the Board of Directors of the Bank are entitled to receive, in accordance with the law, the current Remuneration Policy for Members of the Board of Directors and the Articles of Association, until the Ordinary General Meeting of 2025, in accordance with the provisions of Article 109 of Law 4548/2018.

Specifically, it is proposed to pre-approve a remuneration amount of €580,000 for Non-Executive Members, taking into account the increase of the number of Non-Executive Members of the Board of Directors, by adding a new Member and fees of €560,000 for Executive Members.

With regard to the Executive Members, it should be pointed out that they do not receive any remuneration for their status as Members of the Board of Directors or of Committees of the Board of Directors of the Bank, but the amounts mentioned above refer to remuneration paid to the Executive Members based on the employment contract they have entered into with the Bank for the duties assigned to them, as well as the benefits provided for under the approved Remuneration Policy of the Bank.

Furthermore, it is proposed that the fees paid to the Non-Executive Members of the Board of Directors, the amount of which for the fiscal year 2024 and until the Ordinary General Meeting of 2025 is set at a total amount of €580,000, should consist of participation in the profits of the fiscal year (Article 109 par.2 of Law 4548/2018, and Article 20 par. 2 of the Articles of Association) if profits are achieved during the fiscal year 2024 and may be allocated, otherwise such fees will be charged to the administrative expenses of the Bank with the possibility of advance payment, at the discretion of the Non-Executive Members of the Board of Directors.

DRAFT DECISION ON ITEM 9

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting decided to approve the fees and in general expenses and all kinds of compensation paid to the members of the Board of Directors for the period 01.01.2023 - 31.12.2023 and the determination of the amount and pre-approval of such fees for the fiscal year 2024 and until the

Ordinary General Meeting of 2025, in accordance with the relevant proposal of the Board of Directors, which the General Meeting accepted and approved in full.

Item 10: Free allocation of shares to Members of the Board of Directors and 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/stock awards plan). Corresponding amendment to Article 5 of the Bank's Articles of Association.

Quorum: 50% of the share capital Majority: 67% of the votes represented

Following the recommendation of the Bank's Remuneration and Nomination Committee, dated 30.04. 2024, and the decision taken under the 4th item of the Agenda on the allocation of profits, the Board of Directors proposes to the General Meeting to approve a plan for the free allocation of the Bank's shares through the capitalisation of part of the profits for the fiscal year 2023, to the Chairman and the Executive Members of the Board of Directors, to senior management of the Bank (Members of the Executive Committee), as well as to the regular staff of the Bank (hereinafter referred to as the "Beneficiaries"), in accordance with the provisions of Article 114 of Law 4548/2018, as in force, and subject to obtaining the relevant approvals from the competent supervisory authorities.

More specifically, it is proposed to the Ordinary General Meeting, in accordance with Article 114 of Law 4548/2018 and taking into account the restrictions and conditions of the regulatory framework governing the Bank's operation, the capitalisation of part of the profits for the fiscal year 2023 up to the amount of €1,035,000.00, with an equal increase in share capital, divided, by the amount of the increase, into up to 300,000 new registered, ordinary, voting shares with a nominal value of €3.45 each (the "New Shares"), in order for the New Shares to be distributed free of charge to the Beneficiaries, pursuant to the provisions of Law.

This recommendation aims at rewarding the above for their contribution to the achievement of the Bank's financial targets, which led to the listing of the Bank's shares on the Main Market of the Athens Stock Exchange (ASE) and the significant increase in its profitability. Rewarding, through the Bank's free share allocation plan (stock awards plan), members of the Board of Directors and staff is also intended to further engage and motivate them to maintain a high level of performance and increase the value of the Bank and its share over time. Furthermore, it aims at retaining these people and attracting new and capable executives, a purpose that serves and ensures the long-term interests of the Bank and its affiliated companies. This plan is considered a voluntary benefit, paid at the Bank's discretion, subject to the Bank's right to revoke, modify or terminate it at any time, without prejudice from the exercise of the Bank's right of revocation to vested rights.

Consequently, due to the share capital increase through capitalisation of profits, for the purpose of allocating free shares according to Article 114 of Law 4548/2018 and the above proposal, Article 5 on share capital of the Bank's Articles of Association should be amended.

Furthermore, the Remuneration & Nominations Committee recommends to the Ordinary General Meeting of the Bank's Shareholders to assign to the Board of Directors to lay down the specific conditions for the free allocation of shares to the Beneficiaries, in accordance with the specific provisions of the law and the Remuneration Policy of the Bank's Board of Directors and Staff.

DRAFT DECISION ON ITEM 10

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting of Shareholders:

(a) approved the relevant recommendation of the Bank's Remuneration and Nominations Committee and decided the free allocation of the Bank's shares through capitalisation of part of the profits of the fiscal year 2023, up to the amount of €1,035,000.00, with an equal increase in share capital, divided, by the amount of the increase, into up to 300,000 new registered, ordinary, voting shares with a nominal value of €3.45 each (the "New Shares"), in order for the New Shares to be allocated free of charge, pursuant to the provisions of Law, to the Chairman and the executive members of the Board of Directors (excluding Independent Non-Executive Members), to the Bank's senior management (Executive Committee Members), as well as to the Bank's regular staff ("Beneficiaries"), in accordance with the provisions of article 114 of Law 4548/2018, as in force, and subject to obtaining the relevant approvals from the competent supervisory authorities.

(b) Consequently, due to the increase of share capital through capitalisation of profits, for the purpose of allocating free shares pursuant to article 114 of Law 4548/2018, it decided to amend Article 5 on share capital (amendment of paragraph 1 and addition of paragraph 1.13) of the Bank's Articles of Association.

(c) authorised and assigned to the Board of Directors to take all necessary actions for the share capital increase through capitalisation of profits, up to the amount of €1,035,000.00, to determine the specific conditions for the free allocation of shares to the Beneficiaries, in accordance with the specific provisions of the Law and the applicable Remuneration Policy for Members of the Board of Directors and Staff of the Bank, respectively.

Item 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.

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board
of

Directors of the Bank, taking into account a number of parameters and in particular:

- the achievement of profitability and targets in the fiscal year 2023, given that the Bank's net profits amounted to EUR 100,720,593.04;
- the relevant recommendation by the Bank's Remuneration & Nomination Committee, dated 30.04.2024;

proposes to the General Meeting to approve the distribution of part of the net profits for the financial year 2023 as a one-time extraordinary remuneration (Bonus) of a total amount of up to EUR 4.000.000,00 to members of the Board of Directors (excluding independent non-executive members) and the Bank's staff, as a reward for their contribution to the achievement of the Bank's profitability and objectives, in accordance with the Bank's current Remuneration Policy.

Furthermore, it is proposed that the Board of Directors be authorised to determine the specific terms of distribution of the above amounts and to deal with the procedural issues for the payment of the extraordinary remuneration (Bonus).

DRAFT DECISION ON ITEM 11

Following the decision taken on the 4th item of the Agenda, the General Meeting, having reached the requirements of quorum and qualified majority set out by the law, approved the distribution of part of the net profits for the fiscal year 2023 as a one-time extraordinary remuneration (Bonus) for a total amount of up to EUR 4,000,000.00 to members of the Board of Directors (excluding independent non-executive members) and the Bank's staff, as a reward for their contribution to the achievement of the Bank's profitability and objectives in the fiscal year 2023 and provided the relevant authorisations to the Board of Directors in order for it to determine the specific terms of distribution of the above amounts and to deal with the procedural issues for the payment of the extraordinary remuneration (Bonus).

Item 12: Approval of amendments to the Policy for the Suitability of Members of the Board of Directors

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Board
of

Directors, following relevant recommendation by the Remuneration and Nominations Committee which was submitted within the framework of its responsibilities for the annual evaluation of the Suitability Policy, proposes the amendment of the Suitability Policy for the Members of the Board of Directors of the Bank, in order to align it with the relevant act of the Executive Committee of the Bank of Greece 224/21.12.2023 on the procedure for assessing the suitability for the position of a member of the Board of Directors and Head of Key Operations. The amended Policy was approved by the decision of the Board of Directors, dated 30.04.2023, in accordance with Article 3 par. 1 of Law 4706/2020 and is submitted for approval to the General Meeting in accordance with Article 3 par. 3 of the same Law.

The amended Policy is available on the Bank's website and can be accessed via the following link:

[General Meetings | Optima bank](#) > Ordinary General Meeting of 23.05.2024

DRAFT DECISION ON ITEM 12

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting approved the amendment to the Suitability Policy of the members of the Board of Directors of the Bank.

Item 13: Update of the Bank's Remuneration Policy

Quorum: 20% of the share capital **Majority:** 50% + 1 of the votes represented

The Bank
had

adopted a single Remuneration Policy for the members of the Board of Directors, top and senior

executives and other staff. However, in line with the provisions of Law 4548/2018, the Remuneration Policy was amended by the decision of the Extraordinary General Meeting of Shareholders dated 22/03/2023 and was divided into two separate Policies. Specifically, the Bank adopted a Remuneration Policy for the Members of the Board of Directors in accordance with the provisions of Articles 109-112 of Law 4548/2018. This Remuneration Policy applies to the payment of remuneration from the fiscal year 2023 onwards with a term of four years. The said policy is posted on the Bank's website and can be accessed via the following link:

[p43_politiki_apodoxon_melon_ds.pdf \(optimabank.gr\)](#)

By the same decision of the General Meeting of Shareholders it was determined that the Chapter of the previous Remuneration Policy remains in force, with internal document code P43B, as a separate Remuneration Policy for the Bank's top and senior executives and other staff and will be updated in accordance with the respective regulatory framework in force, without being subject to Articles 110 - 112 of Law 4548/2018 (Staff Remuneration Policy).

As part of the annual review of the Bank's Remuneration Policy, the Remuneration and Nomination Committee ascertained that the Remuneration Policy of the Board of Directors fully complies with the law and does not require updating.

With regard to the Staff Remuneration Policy, following a relevant recommendation of the Remuneration and Nominations Committee, the Board of Directors proposes the amendment of this Policy with regard to its approving body (Chapter 5), which amendment is in accordance with the law and the Act of the Executive Committee of the Bank of Greece 158/1/10.05.2019. The amended Staff Remuneration Policy is available on the Bank's website via the following link, with the amendment highlighted therein:

[General Meetings | Optima bank](#) > Ordinary General Meeting of 23.05.2024

DRAFT DECISION ON ITEM 13

Having reached the requirements of quorum and qualified majority set out by the law, the General Meeting approved the amendment to the Bank's Staff Remuneration Policy.

Item 14: Other issues - Miscellaneous

This item usually includes communications on matters which the Board of Directors wishes to bring to the attention of the General Meeting, but which do not require a vote or a decision.
