

DECISIONS
of the ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
"Optima bank S.A."

"Optima bank S.A." (hereafter 'the "Bank"') announces that on **Tuesday, April 29th, 2025**, at **11:00 a.m.**, the Ordinary General Meeting of its Shareholders was held in Athens, at the "Pacific" hall, on the mezzanine floor of the Hotel "N.J.V. Athens Plaza" at 2 Vas. Georgiou A' Street, 105 64, Syntagma Square.

The Ordinary General Meeting was attended in person or by proxy by shareholders representing 49.474.734 common, registered shares with voting rights, i.e. a percentage of 67,07% of the Bank's share capital, gathering the quorum required by law for all items on the Agenda. For calculating this percentage of the quorum, in accordance with article 50 of Law 4548/2018, the percentage of own shares held by the Bank was not taken into account.

All items on the Agenda were approved. Specifically, the Ordinary General Meeting of Shareholders took the following decisions on the items on the Agenda:

Item 1°: Approved the Annual Financial Report of the Bank and the Group for the fiscal year 01.01.2024 until 31.12.2024, together with the relevant Reports and Statements of the Board of Directors and the Audit Report of the Certified Public Accountant.

Item 2°: Approved the overall management that took place by the Board of Directors during the fiscal year 2024 and the discharge of the Certified Public Accountants of the Bank from any liability for the actions of said fiscal year.

Item 3°: Decided to assign the regular audit of the individual and consolidated annual financial statements for the fiscal year 2025 (01.01.2025 – 31.12.2025), the review of the interim financial statements of 30.06.2025, the audit and assurance of the submission of the Sustainability Report 2025, the audit and assurance of the information of the Remuneration Report for the fiscal year 2025, the tax audit for the fiscal year 2025 as well as the reports of the standard procedures for the Hellenic Deposit and Investment Guarantee Fund (TEKE) and the Guarantee Fund, to the company of certified public accountants "DELOITTE CERTIFIED PUBLIC ACCOUNTANTS SOCIETE ANONYME" which has its registered office in Maroussi, Attica, 3a Frangoklisias & Granikou Street, with G.E.MI. 001223601000, Tax Identification Number 094394788, S.O.E.L.: E120, for a total fee of € 477,000.00 plus VAT, for the above-mentioned assignments.

The Regular and the Deputy Certified Public Accountants of the Bank will be appointed following the Bank's consultation with the said audit firm. Furthermore, the General Meeting authorized the Board of Directors of the Bank to negotiate with the audit firm any deviations from the above mentioned remuneration relating to any additional audit work that may be required, as well as to send the written notice/order to the elected audit firm within five (5) days from the date of its election.

Item 4°: Approved the allocation of the net profits for the fiscal year 2024 amounting to the amount of € 120,945,683.28, a) for the distribution of a dividend for the fiscal year 2024 in the amount of €0.57 per share and a total gross amount of EUR 42,051,260.94 and b) for the purpose put up to discussion and voting under agenda item no. 11 below, the amount mentioned therein.

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 2024 as follows:

- i. Cut-off date of the dividend entitlement: Monday 23 June 2025
- ii. Date of identification of dividend beneficiaries: Tuesday 24 June 2025
- iii. Dividend payment commencement date: Friday 27 June 2025.

The payment of the 2024 dividend will be made through the Bank itself, acting as paying bank. Finally, the General Meeting authorized the Board of Directors to take any necessary or appropriate action in the context of the implementation of the present decision of the Ordinary General Meeting.

It should be noted that the process of cut-off dividend distribution, determination of beneficiaries and commencement of dividend payment will precede the procedure of splitting all the existing shares (stock split) of the Bank, according to the 10th item of the Agenda.

Item 5° (a) : Was informed that, in accordance with Article 82(1) of Law 4548/2018 and Article 10(1) of the Bank's Articles of Association, the Board of Directors, following a relevant recommendation of the Remuneration and Nominations Committee and after assessing the fulfilment of the suitability criteria and the independence requirements laid down by the legislative and regulatory framework, at its meeting on 20.03.2025 decided to elect Ms. Ioanna Zour as an Independent Non-Executive Member of the Board of Directors of the Bank, replacing the resigned Independent Non-Executive Member, Ms. Kleio Lymperi. Her term will last until the end of the term of office of the resigned above member of the Board of Directors, which she replaces (i.e. until 10/9/2027).

Item 5° (b) : Ratified the election of Ms. Ioanna Zour, who meets the independence criteria in accordance with Article 9 of Law 4706/2020, as an Independent Non-Executive Member of the Board of Directors, replacing the resigning Member Ms. Kleio Lymperi, for the remainder of the term of office of the current Board of Directors elected by the Extraordinary General Meeting of Shareholders on 23.03.2023, i.e. by 10 September 2027 at the latest.

Item 6°: Acknowledgement of the Audit Committee's Activity Report for the year 2024, in accordance with article 44 par.1 (i) of Law 4449/2017.

Item 7°: Acknowledgement of the Report of the independent non-executive members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.

Item 8°: Voted positively on the Remuneration Report for the financial year 2024, in accordance with article 112 of Law 4548/2018, without expressing any remark or notice on its content.

Item 9°: Decided to approve remuneration and expenses in general and any kind of compensation paid to the members of the Board of Directors for the period 01.01.2024 to 31.12.2024 and to determine the amount and pre-approval of these fees for the year 2025 and until the Ordinary General Meeting of the year 2026, in accordance with the relevant recommendation of the Board of Directors, which the General Meeting accepted and approved in full.

It further authorised the Board of Directors to take any necessary action for the implementation of the above decision and the determination of remuneration and the amendment of the terms of the relevant contract of the Non-Executive Chairman, as proposed by the Board of Directors and approved by the General Meeting. The Board of Directors may delegate some of these responsibilities to one or more of its members or to executives of the Bank.

Item 10°: Approved the stock split of all existing shares of the Bank, without changing the share capital, with a ratio of three (3) new shares to replace one (1) old share, through a decrease of the nominal value of each new share from EUR 3.45 to EUR 1.15 and a simultaneous increase of the total number of shares of the Bank from 73.774.142 ordinary registered shares to 221.322.426 ordinary registered shares and the relevant amendment of Article 5 of the Bank's Articles of Association on share capital, namely the amendment of paragraph 1 and the addition of a new paragraph 1.14. It also authorised the Board of Directors to take all necessary steps to implement this decision.

The completion of the process of splitting all the existing shares (stock split) of the Bank and the listing of the new shares which shall be issued in accordance with this item, will follow the dates of the cut-off dividend distribution, determination of beneficiaries and commencement of dividend payment in accordance with the provisions of item 4 of the Agenda.

Item 11°: Following the decision taken on item 4 of the Agenda, approved the distribution of part of its net profit of the fiscal year 2024 as an one-off extraordinary remuneration (Bonus) of a total amount of up to Euro 4,800,000.00 to the Executive Members of the Board of Directors, Senior and High Executives and other staff of the Bank, as a reward for their contribution to the achievement of the Bank's profitability and objectives during the fiscal year 2024 and authorised the Board of Directors to proceed with the implementation of this decision, determining the final distribution of the amount per beneficiary and the appropriate time of payment and to manage all procedural issues related to this decision. The Board of Directors may delegate some of these responsibilities to one or more of its members or to executives of the Bank.

Item 12°: Decided to establish a Share Buy-Back Program in accordance with the relevant recommendation of the Board of Directors, namely:

a) approved the Share Buy-Back Programme of the Bank for the acquisition of up to 2,608,695 ordinary shares of the Bank, in a price range per share from €1.15 (lower price) to €8.00 (maximum price), as the total number of shares of the Bank and their nominal value will be formed after the split and within a period of 24 months from the date of the decision of the present General Meeting. The total cost for the acquisition of own shares under the Programme will not exceed the amount of €3,000,000.00 while the total number of own shares to be acquired in any case will not exceed 10% of the paid-up share capital, in accordance with the provisions of the Law.

b) Authorized the Board of Directors to determine at its discretion any other detail and specific condition and to take all necessary actions at such time and manner as it deems appropriate for the implementation of this decision, including the possibility of sub-delegating some or all of these powers to its members and/or to Bank executives.

Item 13°: Approved the amendment of the Suitability Policy of the Members of the Board of Directors of the Bank as proposed by the Board of Directors, following a relevant recommendation of the Remuneration and Nominations Committee.

Item 14°: Approved the updated and amended Remuneration Policy of the Members of the Board of Directors, in accordance with Articles 110 and 111 of Law 4548/2018, as proposed by the Board of Directors, following a relevant recommendation of the Remuneration and Nominations Committee.

Item 15°: There were no other issues or announcements.

Maroussi, April 30th 2025

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