

# BOARD OF DIRECTORS

## Piraeus Bank S.A.

\* STRICTLY CONFIDENTIAL \*

### Extract of RESOLUTION BY SIGNING OF MINUTES IN LIEU OF A BOARD MEETING 87/10.12.2025

This Wednesday **10.12.2025** the Board of Directors of Piraeus Bank S.A. countersigned these minutes in lieu of a Board meeting which, in accordance with Article 94 of Law 4548/2018, will be deemed to constitute a decision of the Board of Directors. By their signing and expression of voting preference (Yes/No/Abstain) either physically or by way of email, the Board members have agreed that such resolution by circulation may be passed by majority vote.

The Board members who countersigned the minutes are:

George Handjinicolaou	BoD Member
Christos Megalou	BoD Member
Vasileios Koutentakis	BoD Member
Venetia Kontogouris	Independent Non-Executive BoD Member
Andrew Panzures	Independent Non-Executive BoD Member
Anne Weatherston	Independent Non-Executive BoD Member
Maria Semedalas	Independent Non-Executive BoD Member
Jeremy Masding	Independent Non-Executive BoD Member
Paola Giannotti	Independent Non-Executive BoD Member
Alexander Blades	BoD Member
Enrico Cucchiani	BoD Member

Mr. George Liakopoulos, Group General Counsel, takes note of the present Minutes.

The following items are inserted for resolution by circulation and voting, by exchanging emails:

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#### CORPORATE GOVERNANCE ITEMS FOR APPROVAL

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##### **Item 1    *Constitution of the Board of Directors into a body***

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Following the resolution of the Extraordinary General Meeting of the Bank on 05.12.2025, the Board of Directors, which was elected, in accordance with the Articles of Association and the Law, appoints the Chairman, the Vice-Chairman, the Senior Independent Director, the Managing Director, as well as its executive and non-executive members and is constituted into a body as follows:

1. Handjinicolaou George, son of Petros Handjinicolaou and [•], born on [•], in [•], holder of identity card no. [•], TIN [•] ,[•], resident of [•], Chairman of the Board of Directors, Non-Executive Member, *Chairman of the Board of Directors, Non-Executive Member*

2. Blades Alexander, son of Zisis Blades and [•], born on [•], in [•], holder of Passport no. [•], TIN [•] at the Tax Office of [•], resident of [•], *Vice-Chairman of the Board of Directors, Non-Executive Member*

3. Megalou Christos, son of Ioannis Megalou and [•], born on [•], in [•], holder of identity card no. [•], TIN [•], [•], resident of [•], *Managing Director, Executive Member*
4. Koutentakis Vasileios, son of Dimitrios Koutentakis and [•], born on [•], in [•], holder of identity card no. [•], TIN [•], [•], resident of [•], *Executive Member*
5. Weatherston Anne, daughter of John Weatherston and [•], born on [•], in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Independent Non-Executive Member, Senior Independent Director*
6. Kontogouris Venetia, daughter of Gerasimos Kontogouris and [•], born on [•], in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Independent Non-Executive Member*
7. Panzures Andrew, son of Deones Panzures and [•], born on [•] in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Independent Non-Executive Member*
8. Maria Semedalas, daughter of Ilias Semedalas and [•], born on [•] in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Independent Non-Executive Member*
9. Masding Jeremy John, son of John Michael Walter Masding and [•], born on [•] in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Independent Non-Executive Member*
10. Giannotti Paola, son of Flaminio Giannotti and [•], born on [•] in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Independent Non-Executive Member*
11. Cucchiani Enrico, son of Clemente Cucchiani and [•], born on [•], in [•], holder of Passport no. [•], TIN [•], [•], resident of [•], *Non-Executive Member*

The term of office of the Bank's Board of Directors is three years, i.e. until 05.12.2028, extended, in accordance with the provisions of article 85 par. 1 case c of Law 4548/2018 and par. 2 of article 8 of the Bank's Articles of Association until the Annual General Meeting of the Bank's shareholders, which will be convened after the expiration of its term of office.

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### **Item 3 Appointment of the Audit Committee's members**

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In relation to the type, term of office, number and qualifications of the members of the Bank's Audit Committee, the Extraordinary General Meeting of December 5th, 2025, decided:

1. The Audit Committee will be a committee of the Board of Directors consisting exclusively of Non-Executive Members of the Board of Directors.
2. The Audit Committee will consist of five (5) non-executive Board of Directors members, the majority of which shall be independent, in accordance with the independence criteria of the provisions of article 9 of Law 4706/2020.
3. The term of office of the members of the Committee which will be appointed by the Board of Directors in accordance with Article 44 para. 1 case) c of Law 4449/2017 will coincide with their term of office as members of the Board of Directors, i.e. until 05.12.2028 and will expire in any case if they cease to be members of the Board of Directors of the Bank.

4. The members of the Committee will be appointed by the Board of Directors in accordance with Article 44 para. 1 case) c of Law 4449/2017, as in force and the Terms of Reference of the Audit Committee and will satisfy the criteria set out in article 44 of Law 4449/2017.
5. Following the appointment of the members of the Committee by the Board of Directors, the Committee will constitute into a body for the appointment of its Chairman and Vice-Chairman from its independent members.

Following the above, the Board of Directors, taking into account the above and the Terms of Reference of the Audit Committee, unanimously decides within the limits set by the above resolution of the Extraordinary General Meeting and appoints the members of the Bank's Audit Committee, which will consist of the following five (5) Independent Non-Executive Members:

1. Anne Weatherston, Independent Non - Executive Member, Senior Independent Director
2. Maria Semedallas, Independent Non - Executive Member
3. Jeremy John Masding, Independent Non - Executive Member
4. Paola Giannotti, Independent Non - Executive Member
5. Kontogouris Venetia, Independent Non - Executive Member

The above members of the Committee, meet the suitability criteria of article 44 of Law 4449/2017, as in force. In addition, the above independent members, were appointed as independent by resolution of the Extraordinary General Meeting dated 05.12.2025, after it was evaluated and confirmed by the Nomination Committee at the meeting of 20.11.2025, that they fulfill the independence criteria, in accordance with article 9 par. 1 and 2 of Law 4706/2020, as in force.

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For Item 1 of the Agenda "Constitution of the Board of Directors into a body ", the Board of Directors of Piraeus Bank decides with 11 positive votes, 0 negative votes and 0 abstentions, the approval of the above items, attached to these minutes.

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For Item 3 of the Agenda "Appointment of the Audit Committee's members", the Board of Directors of Piraeus Bank decides with 11 positive votes, 0 negative votes and 0 abstentions, the approval of the above items, attached to these minutes

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These resolutions were approved by way of email indicating each Board member's vote. Printouts of the email messages are kept on file by the Board Secretariat.

#### **Exact Extract**

Athens, December 19, 2025

#### **The Secretary of the BoD**

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**Lydia Papadopoulou**