

CORPORATE GOVERNANCE, NOMINATION, HUMAN RESOURCES & REMUNERATION COMMITTEE CHARTER

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The Committee is a Board of Directors (“BoD”) Committee. The BoD shall specify the composition and the Committee Chairman and approve the Committee Charter.

The assignment of responsibilities by the BoD to the Committee shall not limit in any way whatsoever the responsibilities of the BoD.

ARTICLE 1: DUTIES – RESPONSIBILITIES

The Committee has the following responsibilities:

1.1 (A) Responsibility regarding the Nomination of Candidate BoD Members and senior management officers and the suitability assessment of the BoD members and the BoD as a whole

1. To draft and monitor the implementation of the procedure for the nomination and selection of candidate BoD members. The Committee shall propose to the BoD or the General Meeting the election of BoD candidate members, whom it assesses as suitable regarding the combination of knowledge per field, skills and experience, pursuant to the applicable legislative and regulatory framework, in the context of the election of members or in replacement of members who depart for any reason.
2. To review periodic, and at least, on an annual basis:
 - 2.1. the Bank’s Policy on the Nomination of Candidate BoD Members.
 - 2.2. the Policy and Assessment Process for the Board of Directors and the Committees, the independence of non-executive BoD members, and to submit proposals to the BoD, pursuant to the applicable legislative and regulatory framework and the best practices (as set out by the guidelines of the European Banking Authority).
 - 2.3. to plan the succession of the Senior Management, as presented by the CEO.

In all the aforementioned cases, the Committee shall submit proposals to the BoD regarding any changes it deems fit.

3. To submit proposals to the BoD regarding the policy on diversity. Especially,

as regards the representation of the inadequately represented gender in the BoD, the Committee shall examine ways to increase the number of persons of the inadequately represented gender in the BoD, and it shall submit said ways to the BoD.

4. To propose to the BoD programmes regarding the preparation and supervision of the implementation of the introductory briefing of the BoD members, as well as programmes for the periodic training of the existing BoD members, for the purposes of performing their duties and according to the operational needs of the BoD, in particular as regards risk assumption and management, financial management, accounting, supervisory framework, IT, corporate governance and ESG.
5. To prepare a long-term plan for the succession of BoD members and senior management officers with executive responsibilities.
6. The Committee shall see that the assessment of the suitability of BoD members and the senior management officers is carried out before they are appointed.
7. It shall assess on an annual basis (with the assistance of external consultants, if it deems it necessary) the structure, size, composition and performance of the BoD and of the BoD Committees, and if it deems it fit, it shall submit proposals to the BoD that may include (but shall not be limited to) additional training, modification to procedures, measures to mitigate conflict of interests, appointment of additional members with special qualifications, assignment of responsibilities or/and replacement of BoD members.
8. It shall monitor on an annual basis the correct implementation of the provisions of the Relationship Framework Agreement concluded between the HFSF and the Bank as regards issues related to BoD Policies and the credit institution's obligations, in particular as regards:
 - induction training and educational activities for BoD members.
 - the percentage of the members' participation in the works of the BoD and the BoD Committees (minimum participation percentage 85% on

an individual basis). A relevant reference to the BoD members' participation in the meetings of the BoD and the BoD Committees must be included in the Annual Corporate Governance Statement.

1.2 (B) Responsibilities regarding the Remuneration Policy

1. It shall submit to the BoD and review on an annual basis the Bank's Remuneration Policy and ensure that

- it is clear, in writing, and it complies with the provisions of the applicable legislative and regulatory framework and the guidelines of the European Banking Authority.
- it is aligned with the credit institution's business strategy, profile and risk appetite, and it does not encourage the assumption of excessive and short-term risks.
- it takes into account the Bank's goals, the company's culture and values, as well as the Bank's and the Bank's shareholders' long-term interests.
- it includes retrospective risk adjustment mechanisms (malus and clawback provisions, deferral of variable remuneration payment).
- it stipulates that the remuneration of executives of auxiliary functions (risk management, internal audit, compliance, financial control) shall not be linked to the performance of the Unit they supervise.

2. It shall propose to the BoD or/and revise the goals related to the CEO's remunerations and it shall assess the CEO's performance taking into account said goals.

3. It shall submit proposals to the non-executive BoD members regarding any remuneration or/and compensation issues that may arise during their term of office as BoD Members or after the expiry or termination thereof for any reason whatsoever.

4. It shall submit proposals to the BoD regarding remuneration and expenses of any kind, within the framework of the Remuneration Policy for executive, non-executive, independent non-executive BoD Members, the Chairman and Audit Committee members (provided that they are not BoD members), as well as for

persons subject to the scope of the Remuneration Policy, and regarding the remuneration of the Bank's senior management officers. The Committee shall ensure that the overall Remuneration Policy is compatible with the strategy, goals, company culture, values and long-term interests of the Bank and the Group, including the principles of sustainability and ESG criteria.

5. It shall receive and assess, at least on an annual basis, the reports drafted by the Internal Audit Division on the Remuneration Policy as well as its proposals about any revision of the applicable Remuneration Policy, aiming primarily to prevent the creation of incentives to assume excessive risk. If it deems it fit, the Committee shall propose to the BoD corrective actions if the following are established: a need for revision of, inability to implement the Remuneration Policy or substantial deviations during the implementation thereof.
6. The Committee shall provide for an official assessment of possible scenarios in order to establish the impact of potential future events, that may take place within or outside the Bank, on the remuneration system, and the performance of Back Tests.
7. It shall assess the achievement of performance goals and the need for retrospective risk adjustment, including the implementation of malus and clawback provisions.
8. It shall assess or propose the appointment of external experts for the provision of consulting or supporting services as regards remuneration or/and remuneration policy issues.
9. It shall ensure the adequacy of the information given to the shareholders about remuneration policies and practices, especially in relation to the ratio between fixed and any variable remuneration.
10. The Committee shall work with the Risk Management Committee regarding any issues it deems necessary when specifying, assessing and reviewing the Remuneration Policy.
11. It shall provide, if required, sufficient information to the General Meeting of shareholders about the activities it carries out.

1.3 (C) Responsibilities regarding Corporate Governance

1. It shall ensure the operation of organized communication channels for the purposes of gathering and exchanging information between the BoD Committees and the Bank's executive bodies.
2. It shall ensure and assess periodically the efficiency of the Bank's internal governance framework using the method of self-assessment, and it shall propose to the BoD the appropriate measures in order to address any shortcomings identified.
3. It shall inform the BoD on an annual basis about the current trends and developments in corporate governance, including best practices and relevant regulations.
4. Every three (3) years it shall have the corporate governance framework (organizational structure, regulations and policies) assessed by external independent bodies as regards the compliance thereof with the applicable legislation, regulatory requirements and international corporate governance best practices in order to strengthen the risk assumption and management framework and to ensure the efficient supervision of the executive management.
5. It shall give its opinion on an annual basis about the Bank's organizational chart, the assignment of responsibilities and any modifications to them that the executive BoD members may propose to the BoD for approval.
6. It shall ratify the proposal about the initial appointment of senior management officers, with the exception of the Head of the Internal Audit Unit, who is appointed by the Audit Committee, and the Head of the Risk Management Unit, who is appointed by the Risk Management Committee.
7. It shall assess on a case-by-case basis and in collaboration with the competent Divisions or Units of the Bank (Compliance, Internal Audit Division, etc.) any existing or potential conflict of interests of the BoD members and senior management officers at Chief and higher level, and it shall submit relevant proposals to the BoD, pursuant to the Bank's Internal Regulation and the

international corporate governance best practices.

8. To promote the implementation of the appropriate corporate governance practices ensuring the integration of the principles of sustainability in the Bank's business model.

1.4 (D) Responsibilities regarding Human Resources

1. It shall review the framework and the development of the employment relationships in order to ensure it is compatible with best practices and contributes to the achievement of good performance.
2. It shall be informed on the programmes aiming to:
 - shape, strengthen and disseminate the company's values and purpose/vision throughout the Bank.
 - reinforce and engage the Bank's personnel, and
 - implement ESG goals, such as gender equality, equal opportunities, employee health care programmes (physical, mental, financial and social).

It shall review the efficiency of said programmes, in collaboration with the Human Resources Division (e.g. through Employee Opinion Survey) and it shall provide guidance for the continuous improvement thereof.

3. It shall be informed on the key policies on human resources management related with all stages of human resources' professional life, in particular as regards to attracting, recruiting, integrating, retaining talent, skill development and low performance management, in order to ensure compliance thereof with best practices.
4. It shall review the implementation and the results of the annual assessment of the employees' performance, it shall assess the suitability of the criteria to be implemented.
5. It shall review the progress and implementation of the annual training programme and whether it develops the necessary skills in order to achieve the Bank's strategic priorities.

ARTICLE 2: COMPOSITION

1. The Committee consists of, at least, three (3) non-executive BoD members, who, in their majority, including the Committee Chairman, are independent non-executive members. The Committee members' term of office coincides with their term of office as BoD members respectively. The loss of the BoD member capacity shall lead ipso jure to the loss of the Committee member capacity.
2. The Chairman, the number of the members and the members of the Committee shall be appointed, replaced and dismissed by decision of the Bank's BoD.
3. The Committee members shall have collectively adequate knowledge, skills and experience, so that they are able to perform their duties depending on the Committee's responsibilities from time to time, in particular as regards remuneration, risk management and auditing activities.
4. The Committee members are not allowed to hold simultaneously positions or have capacities or carry out transactions that could be considered incompatible to the Committee's mission due to conflict of interests. In any case, their participation in the Committee does not exclude their ability to participate in other BoD committees. It is sought that at least one Committee member is also a member of the Risk Management Committee so that they may assess and monitor whether the Remuneration Policy is compatible with the Bank's strategy regarding risk assumption and capital adequacy.
5. If a Committee member departs for any reason whatsoever, said member shall be replaced by a decision of the Bank's BoD. Until the decision for replacement is made, the Committee shall continue to operate, provided that the remaining members are at least three and they are, in their majority, independent non-executive members.
6. The Committee shall invite the Bank's CEO to its meetings, and it may also invite any BoD member, any Bank officer or any other person who is deemed competent to assist the Committee with performing its duties. The representative of the HFSF in the Bank's BoD may participate in the Committee

as a consulting member, without voting rights, regarding issues about the Remuneration Policy.

7. The Committee Secretary shall be appointed by a decision of the Committee and may be replaced at any time.

ARTICLE 3: OPERATION

1. The Committee shall convene at least four times per year and whenever it is deemed necessary by a Committee member or by the BoD, and a meeting (ordinary or extraordinary) shall be convened by the Committee Chairman who is an independent non-executive BoD member.
2. The meeting schedule shall be determined by the Committee Chairman, who shall send (through the Committee Secretary) a relevant invitation to the members, chair its meetings, propose the items to be discussed and, in general, coordinate and supervise its work. In the event of absence of the Chairman, the oldest member of the members who are present shall chair the Committee.
3. The Committee shall form a quorum when half plus one of its members participate in the meeting. A Committee member may authorize in writing another member to vote on their behalf regarding specific items on the Agenda. The authorizing Committee member is counted as present. No member can represent more than one Committee members.
 - 3.1. Meetings may be held either with the Committee members' being physically present or with the use of teleconference technologies.
 - 3.2. A Committee member who is absent for three consecutive meetings without any justification may be replaced by BoD decision.
 - 3.3. It is possible to sign the minutes without holding a meeting in application, proportionately, of the provisions of article 94, Law 4548/2018.
4. The decisions of the Committee shall be made by majority of the members who are present and represented. In the event of a tied vote, the Committee Chairman shall have the casting vote. In the event of a decision that is not

unanimous on any item, the opinions of the minority shall be recorded in the Committee minutes.

5. The Committee meetings may be attended by persons, without voting rights, about whom the Committee shall deem that they are necessary for carrying out its works and performing its duties properly, such as the CEO, other BoD members, the Head of the Human Resources Unit, the Head of the Compliance and Corporate Governance Unit, or another person, including any external consultants.
6. The minutes of the Committee meetings shall be signed by the Chairman and all members. Copies and excerpts from the Committee minutes shall be certified by the Committee Chairman. The agenda, the minutes of decisions and the accompanying documents (proposals, presentations, etc.) may be forwarded to the BoD members for informational purposes.
7. The Committee may organize joint meetings with other BoD Committees in order to efficiently review issues falling under its competence or it may request (through the BoD) to introduce items for discussion to other BoD Committees.
8. When a succession plan is discussed, the person under examination cannot be present in the meeting. Additionally, a Committee member cannot be present, participate and vote or a person cannot be present during the discussion about an item concerning them directly and individually or/and if they have a conflict of interest. Exceptionally, in this case, quorum is formed when the other Committee members, except those who have an impediment, are present. In this case, if there is a tied vote between the remaining members, the item shall be submitted to the BoD for discussion and decision making.
9. The Committee Chairman shall briefly inform the BoD on the Committee works following every meeting.
10. The Committee shall prepare and submit to the BoD an annual brief overview of its work.

11. During the Annual Ordinary General Meeting it shall present to the shareholders its activities, in particular, regarding the Remuneration Policy and the BoD Members remuneration.

ARTICLE 4: OPERATIONAL INFRASTRUCTURES AND ACCESS TO INFORMATION

1. When performing its duties, the Committee may use the necessary resources and receive any legal or other professional advice from external partners/consultants, provided that there is not any conflict of interest.
2. Adequate financing is made available to the Committee in order to perform its duties.

The Committee shall have unhindered access to all information it deems important for the proper performance of its duties, it shall communicate (without any restriction) with Management officers, employees, consultants, experts, auditors (internal, external, certified) in the context of its responsibilities and it shall cooperate, where required, with all other BoD Committees or Bank Units.

ARTICLE 5: APPROVAL - REVISION

1. The Committee Charter shall be approved by the Bank's BoD.
2. The Charter may be approved regularly, at least on an annual basis, or extraordinarily when necessary.
3. The Committee is responsible for preparing the revisions of the Charter, assisted by the competent Bank Units.