

AUDIT COMMITTEE CHARTER

Content

Document History	Error! Bookmark not defined.
1. Object	4
2. Purpose.....	4
3. Composition.....	4
4. Special discretions	5
5. Duties - Responsibilities.....	6
5.1. Procedure for financial and non-financial reporting	6
5.2. Internal Audit System.....	7
5.3. Mandatory audit monitoring	9
5.4. External auditors	9
5.5. Compliance and Code of Ethics	10
5.6. Other responsibilities and duties	10
6. Meetings.....	12
7. Revision.....	13

The Committee is a Board of Directors (“BoD”) Committee and the BoD shall approve the Committee Charter. The assignment of responsibilities to the Audit Committee by the BoD shall not limit in any way whatsoever the responsibilities of the BoD.

1. Purpose

This Charter specifies the purpose, responsibilities, composition, duration, decision-making process of the Audit Committee (hereinafter the “AC”) of Attica Bank SA Banking Company (hereinafter the “Bank”) and Attica Bank Group (hereinafter the “Group”). The Charter complies with the standards and practices of the Institute of Internal Auditors (IIA) and the Relationship Framework Agreement (RFA) concluded between the Bank and the Hellenic Financial Stability Fund that was absorbed by the Hellenic Corporation of Assets and Participations S.A. (hereinafter “HCAP”).

2. Purpose

The purpose of the AC is to assist the Board of Directors (hereinafter “BoD”) with executing its responsibilities, mainly regarding the following:

- safeguard the procedure for financial and non-financial reporting (such as harmonization with the obligation to respect ESG criteria),
- ensure the independence of the internal and external audit of the Bank and the Group,
- ensure compliance with the legal and regulatory framework, internal regulations and best practices to which the Bank and the Group are subject towards the Supervisory Authorities,
- supervise the efficiency of the Internal Audit System,
- supervise the efficiency and performance of the Internal Audit Division and the Compliance & Corporate Governance Division of the Group, in particular as regards combating Money Laundering and Terrorist Financing (AML/CFT) and MiFID II,
- ensure that the Code of Conduct and Ethics is respected.

3. Composition

3.1. The AC may be:

- (a) an independent committee consisting of non-executive BoD members and third parties,
- (b) an independent committee consisting solely of third parties.

3.2. The type of the AC, the term of office, the number and capacities of its members shall be decided by the General Meeting of the Bank.

3.3. The members of the AC shall be appointed by the BoD, when the AC is a BoD committee, or by the General Meeting of the Bank.

3.4. If the AC is operating with the composition 1(a) above:

- (a) it consists of at least three (3) members and not more than 40% of the total number of the Bank’s BoD members (rounded to the closest integer), not including the representative of the HCAP, who is appointed as an AC member pursuant to the procedure described in the RFA concluded between the Bank and the HCAP. In addition,

pursuant to the RFA, an Observer of the HCAP is appointed in the AC, who shall act as an observer without voting rights.

(b) all AC members are non-executive and $\frac{3}{4}$ of its members (rounded to the closest integer) are independent non-executive members.

(c) the Chairman of the Risk Management Committee is a member of the AC.

- 3.5. The capacity of the AC Chairman is incompatible with the capacity of the BoD Chairman and the capacity of the Risk Management Committee Chairman and of the Corporate Governance, Nomination, Human Resources & Remuneration Committee Chairman.
- 3.6. All AC members shall have sufficient knowledge of the banking sector and the financial sector in general. The majority of the AC members shall have sufficient knowledge and experience in finance, auditing or/and accounting, while the AC, as a whole, must have the training and experience required to perform its work, including knowledge about the wider environment in which the credit institution is operating (in the country and abroad) and IT systems.
- 3.7. The term of office of the AC members is three years. In case of resignation, death or loss of member capacity, the BoD shall appoint a member from its current members to fill the vacancy for the period until the end of their predecessor's term of office. When the member mentioned in the previous alinea is a third party and a non-BoD member, the BoD shall appoint a third person, who is a non-BoD member, in temporary replacement, and the next General Meeting shall either appoint the same member or elect a different one, for the period until the end of their term of office in the AC.
- 3.8. The Chairman shall have the required specialization and experience to supervise audits and accounting and financial policies and procedures that fall under the competence of the AC.
- 3.9. The members of the AC: shall act with objectivity and independence, and must not hold simultaneously positions or capacities or carry out transactions that could be considered incompatible to the mission of the AC. Under this condition, their participation in the AC does not exclude their possibility to participate in other BoD committees of the Bank. If a specific event or relationship may affect or be considered to affect the objectivity and independence of an AC member, it shall be immediately notified in writing (and by email) to the AC Chairman, who shall notify the Bank's BoD Chairman accordingly. The members of the AC shall always comply with the Bank's Code of Conduct and Ethics.
- 3.10. The secretary of the AC shall be an officer of the Bank, from a function of the Bank that is not subject to audit by the Group Internal Audit Division (hereinafter "GIAD"). The secretary shall be appointed by an AC decision.

4. Special discretions

The AC may:

- 4.1. Request any information or assistance it deems necessary to execute its responsibilities from:
- any collective body, officer or employee of the Group,
 - any third party collaborating with the Bank,

- any competent Authority.
- 4.2. Invite to its meetings any BoD member, officer of the Bank or of the subsidiaries of its Group or any other person (employee or associate) if it deems that they can assist it with performing its work.
 - 4.3. Have access to data and information of any kind and format regarding the Group that are deemed necessary to perform its work.
 - 4.4. Use any sources or means, if it deems it fit, to perform its work. More specifically, the AC may be assisted by experts, when this is necessary to properly perform its duties. In these cases, the experts shall not participate in any decisions made by the AC. The expenses for the provision of the services are to be charged to the AC's budget, as it was prepared by the AC and approved by the BoD on an annual basis. The AC Chairman is responsible to freely decide upon and approve expenses up to 50% of the approved budget, as the case may be, whereas as regards expenses exceeding this limit, the AC's approval is required.
 - 4.5. Inform the BoD about any restrictions it may face when performing its work.

The AC Chairman may hold meetings with the Head of GIAD, the CFO and the Head of Compliance & Corporate Governance or/and attend meetings held between the aforementioned persons and external partners of the Bank, in addition to the scheduled AC meetings. Other AC members may also participate in these meetings, provided that they have been invited by the AC Chairman. The Chairman shall inform the AC about said meetings that do not replace the AC meetings.

5. Duties - Responsibilities

Subject to the BoD members' responsibility, the AC shall have the following main responsibility:

5.1 5.1. Procedure for financial and non-financial reporting

- 5.1.1. It shall monitor the preparation of the annual and periodic (individual and consolidated) financial statements of the Bank and the Group by the auditors and it shall brief the Bank's BoD on the procedures observed as well as in what way they contributed to the accuracy, fullness and correctness of the financial and non-financial reporting (including relevant disclosures). The AC shall record any individual actions that it undertook during the mandatory audit and the preparation of the financial statements.

In the context of said briefing, the AC shall take into account the content of the supplementary report submitted by the auditor or the audit firm of the Bank and the Group with the results of the audit that was carried out and meets the requirements of the legislative and regulatory framework. Furthermore, it shall examine whether the relevant ESG disclosures/procedures regarding the Sustainability Statement have been submitted.

- 5.1.2. It shall monitor, review and assess the procedure for financial and non-financial reporting, i.e. generation mechanisms and systems, the flow and dissemination of financial information generated by the Bank's organizational units involved, in particular through the information it receives from the Management and the

Auditors as well as the from the audit reports by the GIAD and External Auditors and Supervisory Authorities.

- 5.1.3. The AC, inter alia, shall be informed by the Management on the time-schedule for the preparation of the financial and non-financial statements.
 - 5.1.4. It shall review the annual financial statements of the Bank and the Group, the annual BoD report and the consolidated quarterly and six-monthly statements of the Bank and the Group before they are submitted to the BoD for approval. It shall take into account and review the most important issues and risks that may impact the Bank's financial statements, as well as the significant judgments and estimates of the Management during the preparation thereof, such as, indicatively: significant assumptions during the preparation of the financial statements, valuation of assets, significant transactions with related parties, significant unusual transactions, evaluation of the use of going concern assumption, evaluation of the method for identifying and monitoring risks, significant judgments, assumptions and estimates during the preparation of the financial and non-financial statements, observance and compliance of the Bank with the principles governing the accounting standards, observance and compliance of the Bank with the applicable legislation, including the stipulations set by the competent supervisory authorities, deferred tax liability, forecasts, objectivity and independence of the auditors or the audit firm.
 - 5.1.5. It shall assess the significant changes or remarks proposed by the external auditors/audit firm during the preparation of the financial and non-financial statements.
 - 5.1.6. It shall hold (through its Chairman) meetings with the competent Senior Officers or/and the auditors/audit firm during the preparation of the financial statements.
 - 5.1.7. It shall be informed by the auditor or audit firm on the annual mandatory audit plan before the implementation thereof, it shall evaluate it and ensure that the annual mandatory audit plan covers the most significant audit areas, taking into account the Bank's key business and financial risk areas. It shall hold meetings with the auditor or audit firm during the audit planning stage, the execution thereof and the preparation of audit reports.
 - 5.1.8. It shall assess the scope of audits performed by the auditor or audit firm, their working methods and, in general, the services that they are required to provide to the Bank and the Group. As part of this cooperation, it shall request auditors to report any problems or weaknesses they identified in the Internal Audit System during auditing the financial statements in accordance with the applicable Auditing Standards.
 - 5.1.9. It shall monitor the implementation of the appropriate procedures to avoid Greenwashing & mis-selling as regards announcements to the public (promotion of products and services provided) and to the supervisors, as well as any other institution or third parties that may receive ESG reports.
- 5.2 5.2. Internal Audit System
- 5.2.1. It monitors, reviews and evaluates the adequacy and efficiency of the Bank's overall policies, procedures and safeguards related to the Bank's Internal Audit System,

quality assurance and risk management (regarding financial and non-financial reporting).

5.2.2. In order to perform its work, the AC shall take into account:

- the quarterly and the annual report of the Director of the Group Internal Audit Division (GIAD)
- the findings and remarks of external auditors
- the Supervisory Review and Evaluation Process (SREP)
- the results of the work of the Compliance & Corporate Governance Division.

5.2.3. The AC shall assess, select and mandate, at the latest every three years, a renowned audit firm (except for the ordinary auditors), that has the necessary experience, to assess:

- the adequacy and efficiency of the Internal Audit System within the context of the Act of the Governor of the Bank of Greece No. 2577/2006,
- the compliance of the Head of the GIAD with the Global Internal Audit Standards, including those related to Ethics and Professionalism of the International Institute of Internal Auditors, as well as the efficiency thereof when performing their work.

The audit firm and the auditors assuming said work shall alternate mandatorily and shall be replaced after two successive assessments.

When assigning said work, the auditors shall be authorized to inform the Bank of Greece.

The remarks of the aforementioned external auditors shall be taken into account during the periodic assessments of the Internal Audit System and the relevant briefings to the BoD.

5.2.4. As regards the Group's Internal Audit Division (GIAD), the AC:

- Shall monitor and supervise the correct operation of the GIAD pursuant to the legislative and regulatory framework, taking into account its independence. To this end, it shall approve, inter alia, the GIAD Internal Regulation, it shall evaluate its annual action plan and submit it to the BoD for approval, it shall be informed -at least quarterly- on the work of the GIAD through its reports and findings, and it shall submit them to the BoD for information purposes, and it shall evaluate, in general, its work with emphasis on issues related to its degree of independence, the quality and scope of the audits it performs, the priorities identified by changes in the financial environment, systems and risk levels, and the overall efficiency of its operation.
- It shall evaluate the staffing and the organizational structure of the GIAD and identify any weaknesses. If deemed fit, it shall submit proposals to the BoD so that the IAD has the necessary resources, is adequately staffed with personnel who has sufficient knowledge, experience and training so that there are not any restrictions to its work and that it has the independence provided for.
- It shall examine whether the necessary corrective actions are taken in a timely manner in order to address any weaknesses regarding the Internal Audit System, non-compliance with the policies, laws, regulations and internal circulars of the

Bank identified by internal and external auditors or/and supervisory authorities. It shall submit proposals to the BoD in order to address any weaknesses identified and it shall monitor the proper implementation of the measures adopted.

5.2.5. It shall review and assess the GIAD Reports and shall inform the BoD on:

- the adequacy and efficiency of the Internal Audit System at Bank and Group level,
- the efficiency and observance of the risk management procedures and the relevant credit granting procedures, including the provisions policy,
- the adequacy of procedures related to the internal assessment of the Bank's capital adequacy,
- the completeness of the procedure or methodology for calculating the impairment of loans and other assets and any changes during the financial year,
- IT systems.

5.2.6. It shall inform the BoD on a quarterly and an annual basis by submitting a report on the progress of its audit work. In addition, it shall prepare and submit to the BoD annual reports that include, at least, inter alia:

- an assessment of GIAD's work,
- an assessment of the adequacy and efficiency of the Internal Audit System, and
- an assessment of the work of auditors or audit firm.

5.2.7. It shall submit to the BoD an annual and a three-year Audit Plan.

5.2.8. It may request from the Head of the GIAD to conduct special or/and additional audits, if it deems it necessary in order to perform its duties.

5.2.9. It shall oversee the adoption of accounting standards by the Bank, receiving a fully justified briefing by the Chief Financial Officer (CFO) and the ordinary auditors, including the implications of the implementation of the standards.

5.2.10. As regards the Head of the GIAD:

- It shall make recommendations to the BoD on the appointment or the replacement of the Head of the GIAD.
- It shall participate in the assessment of the Head of the GIAD's performance, it shall discuss about said performance and the targets set and it shall participate in the discussion about the latter's total remuneration, pursuant to the Remuneration Policy of the Bank and the Group.
- It shall ensure that the Head of the GIAD has the necessary skills and knowledge to audit, assess and strengthen the efficiency of the Internal Audit System, in particular as regards risk management, capital adequacy and financial auditing.
- It shall ensure that the Head of the GIAD functions independently and has unhindered access to all activities, units and spaces, as well as to data and information of any kind and format (books, documents, records, bank accounts, portfolio, etc.) of the Group.

5.2.11. The AC shall issue an annual statement (positive or negative) regarding the assessment of the Internal Audit System that is included in the annual Corporate Governance Statement.

5.3 5.3. Mandatory audit monitoring

5.3.1. It shall monitor the mandatory audit of the annual and consolidated financial and non-financial statements and in particular its outcome, taking into account any findings and conclusions of the competent authority as regards quality assurance inspections by the external auditors (pursuant to par. 6 of article 26 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council).

5.3.2. It shall review the scope of the audit and the frequency of the mandatory audit.

5.4 5.4. External auditors

5.4.1. It shall be responsible for the selection procedure regarding auditors or audit firms and it shall recommend the auditor or audit firm that will be appointed (pursuant to article 16 of Regulation (EU) no. 537/2014). In this context, the AC:

- shall specify the criteria for the selection of auditors, technical specifications issues as well as issues related to the independence and conflict of interest of candidates.
- shall ensure cooperation with the CFO, open and transparent procedures for the selection of an audit firm, at the latest every five (5) consecutive financial years. If it is decided that the same audit firm will conduct the mandatory audit, always according to the limits set for stopping the participation of that audit firm, as stipulated in the applicable regulatory framework, the decision must be justified in front of the BoD.
- It shall review the agreement with the auditors for the assignment of the project before the agreement is concluded.

5.4.2. It shall review and monitor the independence of auditors or consulting firms pursuant to articles 6, 21-23 and 26-27 of Regulation (EU) No. 537/2014 and the provisions of article 12 of Law 3148/2003 and, in particular, the appropriateness of providing non-audit services to the Bank (pursuant to article 5 of said Regulation).

In this context, it shall be briefed, supervise and assess the procedures related to auditing and consulting services provided to the Bank by third parties in relation to the Financial Statements, the Internal Audit and Compliance.

In the context of the aforementioned responsibilities, the AC:

- Shall be informed on and pre-approve any service, in addition to the ordinary audit, that may be offered by the ordinary auditors firm.
- The AC shall request on an annual basis and shall receive from the ordinary auditors firm:
 - (a) a written confirmation that the audit firm is independent from the Bank and the Group,
 - (b) a written disclosure whether there are any restrictions or not to their work,
 - (c) a written disclosure about the nature and extent of other services that were offered to the Group, in addition to the services related to the mandatory audits.

5.4.3. The AC shall review, pre-approve and approve the provision of the allowed audit services, in addition to the ordinary audit, and also of non-auditing services by the

External Auditor to the Bank and its subsidiaries, within the framework, on the one hand, of the provisions of Law 3148/2003, and Law 4449/2017, as in force, and Regulation (EU) 537/2014, and, on the other hand, of the applicable provisions of other laws regarding the objectivity and independence of the auditors and the relevant remuneration thereof.

5.4.4. The AC shall be informed on the scope, object, strategy and procedures that the external auditors will follow and the way of cooperation with the GIAD.

5.4.5. The AC shall submit, when it deems it fit, a proposal for the replacement or rotation of the auditors or audit firms.

5.4.6. The AC shall assess the work of the ordinary auditors firm on an annual basis, at least one month before the Ordinary General Meeting of Shareholders.

5.5 5.5. Compliance and Code of Ethics

5.5.1. The AC shall assess and make remarks on the Group's Compliance & Corporate Governance annual action plan and shall establish whether it respects the provisions of the applicable legislation.

5.5.2. It shall assess annually the work of the Compliance Division taking into account:

- The annual Compliance report
- The annual report by the Money Laundering Reporting Officer (MLRO).

5.5.3. It shall approve the Policy against money laundering and terrorist financing and any modifications thereto.

5.5.4. It shall be informed by the Compliance & Corporate Governance Department on any substantial changes regarding compliance.

5.5.5. It shall inform the BoD on the efficiency of the procedures for the prevention and suppression of money laundering and terrorist financing and on issues falling under the competence of the Compliance & Corporate Governance Division.

5.5.6. It shall monitor and participate in the examination process of anonymous complaints made by Bank employees or third parties (whistleblowing).

5.5.7. It shall approve the Code of Conduct and Ethics and any modifications thereto.

5.5.8. As regards the Head of Compliance & Corporate Governance:

- It shall participate in the assessment of the Head of Compliance's performance, it shall discuss said performance and the targets set and it shall participate in the discussion about the latter's total remuneration, pursuant to the Remuneration Policy of the Bank and the Group.

5.6 5.6. Other responsibilities and duties

5.6.1. It shall facilitate the communication between the BoD, the Management, the Internal Audit and the auditor or audit firm and the Bank of Greece for the exchange of views and information on issues that fall under its competence.

5.6.2. It shall submit proposals to the internal or external auditors regarding the special areas where additional audits are required.

- 5.6.3. It shall ensure the prevention and avoidance of wrongful actions and irregularities that come to its knowledge and could jeopardize the reputation and interests of the Bank and the Group.
- 5.6.4. It shall be informed by the Head of the GIAD, by the auditor or the audit firm on the audits carried out in every stage of the works, on the computerized procedures and the IT and accounting systems, on the safeguards that have been specified to prevent mistakes, misuse of systems and fraudulent actions.
- Furthermore, it shall be briefed, through the competent Business Units, on the reports of the Bank of Greece's Banking Supervision Department and the Audit Findings by other Authorities (e.g. tax audits).
- 5.6.5. It shall receive confidential or even anonymous written or oral reports and remarks on inappropriate actions or omissions by Officers and Employees or on breaches of accounting and auditing practices.
- 5.6.6. It shall participate in meetings between the Bank, the auditor or the audit firm and the Bank of Greece in order to discuss the auditor's information and findings on a three-party basis, as well as, on special occasions, in bilateral meetings between the auditor or the audit firm and the Bank of Greece, in accordance with the applicable Auditing Standard regarding communication with the Supervisory Authorities.
- 5.6.7. It shall hold, at its discretion, (through its Chairman) meetings with the Head of the GIAD, the CFO and the Head of Compliance & Corporate Governance, in addition to the scheduled AC meetings.
- 5.6.8. It shall be informed on the remuneration policy preparation process, as well as the review thereof, as further analyzed in detail in articles 54, 62 and 101 of the European Commission Directive "Guidelines on sound remuneration policies under Article 74, paragraph 3 and article 75, paragraph 2 of Directive 2013/36/EU and disclosures pursuant to article 450 of Regulation (EU) No. 575/2013".
- 5.6.9. It shall supervise the GIAD when the latter is monitoring whether officers respect correctly/strictly the procedures and regulations approved as well as decision taking in accordance with the approved authorizations.
- 5.6.10. It shall be informed on the programmes regarding the implementation of ESG goals, i.e. gender equality, equal opportunities, employee health care programmes (physical, mental, financial and social).
- 5.6.11. The AC shall submit an annual report to the ordinary General Meeting of Shareholders.
- 5.6.12. The AC shall cooperate with other BoD Committees whose activities may impact its work (including, for example, the Risk Management Committee and the Corporate Governance, Nomination, Human Resources & Remuneration Committee) and shall communicate regularly with the functions of the Internal Audit System, especially with the GIAD.
- 5.6.13. AC members shall have adequate access to all information they consider to be important and necessary when executing its responsibilities in order to perform their duties properly.

- 5.6.14. Appropriate and continuous professional training shall be offered to the AC.
- 5.6.15. The AC's work shall be subject to assessment, pursuant to the BoD and Committees Assessment Policy that provides for a self-assessment of its work based on a questionnaire.
- 5.6.16. It shall monitor issues falling under its competence aiming to maintain a sustainable business model.

6. Meetings

- 6.1. The AC shall meet regularly, at least once a quarter, or extraordinarily when circumstances require immediate decision making, in the AC Chairman's opinion. The Head of the GIAD shall participate in the AC meetings without the right to vote and shall be the rapporteur on audit issues.
- 6.2. Every AC member shall have the right to request the AC Chairman to convene the Committee to discuss specific issues. Said right shall also be granted to the BoD Chairman, the Bank's and the Group's CEO, the Head of the GIAD, the Head of Compliance & Corporate Governance, the MLRO and external auditors. If the AC Chairman does not convene a meeting within 15 days, then, any member may freely convene a meeting within the next 15 days.
- 6.3. The AC Chairman shall specify the meeting agenda, and shall send (through the AC Secretary) a relevant invitation to the members, chair the meetings, propose the items to be discussed and, in general, coordinate and supervise the Committee's work. The agenda, along with the required documents and other information, shall be distributed to the AC members at a reasonable time before the meeting so that the members can study them and formulate any questions or opinions.
- 6.4. The AC may convene validly by using electronic or/and digital means of communication or (following the agreement of all members) by only drafting the minutes and replacing the members' signatures with the exchange of emails.
- 6.5. The AC shall form a quorum when half plus one of its members participate in the meeting. An AC member may authorize in writing another member to vote on their behalf regarding specific items on the Agenda. The authorizing AC member is counted as present and the vote of the member who is absent is also counted; the decision shall be made according to the rules regarding majority. No member can represent more than one AC members. At least one independent AC member who has adequate knowledge and experience in auditing or accounting must attend the AC meetings regarding the approval of financial statements.
- 6.6. An AC member who is absent unjustifiably for three consecutive meetings may be replaced by BoD decision that shall be ratified at the next General Meeting of shareholders.
- 6.7. The AC's decisions shall be taken by majority vote. In the event of a tie vote, the AC Chairman shall have the casting vote. Only AC members have voting rights regarding decision making. In the event of a decision that is not unanimous on any item, the opinions of the minority shall be recorded in the AC minutes.

- 6.8. The duties of the AC Secretary include keeping the minutes, seeing that they are signed and sent, and the responsibility of keeping the relevant AC record. Copies and excerpts from the AC minutes shall be certified by the AC Chairman. The agenda and the relevant minutes of decisions may be forwarded to BoD members for information purposes, if the AC deems it appropriate.
- 6.9. Non-AC members are allowed to access the minutes only following the explicit approval of the Chairman or the AC. Copies of the minutes may be issued or/and certified only following the explicit approval of the AC Chairman. The approval shall be kept at the Secretary's office.

7. Revision

- 7.1. The AC Charter shall be approved by the Bank's BoD and shall be published on its website.
- 7.2. The Charter may be revised on a regular basis, at least annually, and extraordinarily, depending on changes in the parameters adopted during the regular revision.
- 7.3. The AC shall be responsible for preparing the revisions to the Charter and it shall be assisted by the GIAD and the units responsible for monitoring the Bank's governance.