



REMUNERATION
POLICY FOR THE
MEMBERS OF THE
BOARD OF
DIRECTORS OF
CrediaBank

POLI-X.X/DD.MM.2026



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Document History

VERSION	APPLICABLE DATE	DESCRIPTION	APPROVAL	RELEVANT CIRCULAR	RESPONSIBLE
2					
1	16/7/2024		On 07/16/2024, at the Ordinary General Meeting of the shareholders of the organization named "ATTICA BANK S.A.", the revised Remuneration Policy for the Members of the Board of Directors of Bank was unanimously approved (in accordance with articles 110 paragraph 2 section d and 111 paragraph 2 of Law 4548/2018), valid for four-year duration starting from the date of approval.		General Division of Human Resources

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1. Introduction

This Remuneration Policy for the members of the Board of Directors (hereinafter "the Policy") of CrediaBank (hereinafter "the Bank") is established in accordance with the provisions of **articles 110-111 of L. No. 4548/2018** on the "Reform of the Law of Sociétés Anonymes", by which the relevant provisions of Directive (EU) 2017/828/EU of the European Parliament and of the Council of 17 May 2017 "amending Directive 2007/36/EC as regards the encouragement of long-term active shareholder participation", were incorporated into Greek law, taking into account best practices.

1.1 Regulatory Framework


This Policy takes into account the Bank's and the Group's Remuneration Policy which the Bank has already adopted and applies - in compliance with the banking legislation and the applicable regulatory framework - in particular in accordance with the provisions:

(a) of L. 4261/2014 (incorporating Directive (EU) 2013/36 of the European Parliament and of the Council of 26 June 2013 regarding access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC), as amended and in force

(b) of L. 3864/2010 on the establishment of the Financial Stability Fund, as currently in force

(c) of the Relationship Framework Agreement (RFA) dated 17/03/2022 that was signed between the HFSF and the Bank

(d) the Executive Committee Act No.243/7.7.2025 of the Bank of Greece, as in force

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(e) of the Executive Committee Act No 231/15.07.2024 of the Bank of Greece

(f) of L. 4514/2018 (incorporating Directive (EU) of the European Parliament and of the Council of 15 May 2014, regarding markets in financial instruments as well as amending Directives 2002/92/EC and 2011/61/EU")

(g) of L. 4706/2020 "Corporate governance of sociétés anonymes, contemporary capital market, incorporating in the Greek Legislation of the Directive (EU) 2017/828 of the European parliament and of the Council, measures for the implementation of Regulation (EU) 2017/1131 and other provisions

(h) of the relevant regulatory Acts of the Bank of Greece


(i) of the EBA Guidelines on sound remuneration policies pursuant to Articles 74 and 75 of Directive 2013/36/EU (EBA/GL/2021/04), as adopted by the Bank of Greece by Executive Committee Act 231/15.07.2024, as well as EBA/GL/2021/05 concerning the internal governance framework and the role of the Board of Directors in managing internal risk culture

(j) of article 450 of the Regulation (EU) 575/2013

(k) of the Commission Delegated Regulation (EU) 2021/923

(l) the Articles of Association of the Bank and

(m) the Greek Code of Corporate Governance as adopted by the of the Bank.

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2. Scope of application - General Principles

2.1 Scope of application


This Policy applies to all types of remuneration of the members of the Board of Directors of the Bank as well as to the remuneration of the Chief Executive Officer or his/her Deputy, if any.

2.2 General Principles

This Policy, in combination with the Bank's other governance measures, such as its risk management policy, the measures taken to avoid conflicts of interest and its Greek Corporate Governance Code, contributes to the achievement of the Bank's business strategy, the promotion of its long-term interests and its sustainability. In particular, the Policy promotes effective risk management and fosters a culture of compliance and effective risk control, does not encourage excessive risk taking by the Bank, is consistent with the business strategy, objectives, values and long-term interests of the Bank and includes measures to avoid conflict of interest.

The Bank focuses on providing fixed remuneration in order to discourage excessive risk taking and encourage the members of the Board of Directors to focus on the ongoing pursuit of enhancing the long-term financial value of the Bank, as well as creating value for the Bank.


The remuneration of the members of the Board of Directors is determined in such a way that it is fair and reasonable, taking into account the wages and working conditions of the Bank's employees along with the general conditions in the Greek economy and the banking market. The Bank takes seriously into account its relative position in the financial sector and the remuneration applicable to the financial

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sector in general, in order to attract the most suitable persons, where appropriate, as members of its Board of Directors.

To this end, the Corporate Governance, Nominations, Human Resources and Remuneration Committee of the Bank (hereinafter referred to as the "Remuneration Committee") and its Board of Directors shall be informed on a regular basis and at least annually on how the remuneration of the Bank's employees is determined and the level of remuneration, the average increase in remuneration and economic indicators of the market, taking into account the need to attract the right people, competitiveness, the long-term interests of the Bank and the need for appropriate and adequate remuneration for the position of responsibility and the requirements to be met by the Bank's Board of Directors which by their nature are materially different from those applicable to the average employee of the Bank.

In all cases, the Remuneration Policy is based on the principle of equal pay between men and women members of the Board of Directors for equal work or work of equal value, in accordance with the provisions of Directive (EU) 2019/878, as well as the objectives of the Bank's business and risk management strategy, including objectives related to environmental, social and governance (ESG) risks, corporate culture and values, risk culture, and with regard to the long-term interests of the Bank and the measures to be taken to ensure that the Bank's long-term interests and the measures applied for the avoidance of conflicts of interests and does not encourage the undertaking of excessive risks.

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3. Remuneration of the Members of the Board of Directors


3.1 General

The remuneration of the Board of Directors is approved by the Annual General meeting following the relevant suggestion by the Board of Directors preceded by the relevant recommendation of the Remuneration Committee to the Board of Directors. Prior to the submission to the General Meeting of the relevant proposal of the Board of Directors, the consent of the Hellenic Financial Stability Fund is required in accordance with the Framework Cooperation Agreement between the HFSF and the Bank dated 17/03/2022.

The general level of remuneration mainly reflects the relevant professional experience, expertise, level of education, the high level of skills, know-how and qualifications required, their duties and responsibilities, the powers vested in them and the responsibility of their position. The remuneration is linked to the achievement of the goals related to the responsibilities assigned, where applicable, to the members of the Board of Directors and the time they devote to the performance of their duties, the effort they are expected to make in accordance with the individual tasks assigned to them and their contribution to the effective functioning of the Board of Directors, taking into account the market conditions, in order to attract competent and appropriate individuals who meet the high level of qualifications required for members of the Board of Directors.

The remuneration of all members of the Board of Directors is reviewed on an annual basis, taking into account the wages and working conditions of all the Bank's employees, as well as market conditions in the financial sector in which the Bank operates.

The remuneration of all members of the Board of Directors of the Bank is - at present - only fixed.

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In addition, members of the Board of Directors or Committees established by the Bank who have any kind of paid contractual relationship with the Bank are not entitled to any additional remuneration, or remuneration for their participation in the Board of Directors or such Committees of the Bank.

Remuneration is paid pro rata for as long as each member of the Board of Directors holds the respective position.


New members of the Board of Directors appointed during the period of effect of this Policy will be remunerated on the basis of this Policy and in accordance with the relevant resolutions of the General Meeting of Shareholders which will determine the remuneration of the members of the Board of Directors.

According to the current legislative framework (Art. 3864/2010), as long as the ratio of non-performing loans to total loans exceeds ten per cent (10%), the fixed remuneration of the Chairman, the Executive Officer or his/her deputy, if any, and the other members of the Board of Directors, cannot exceed the total of the respective remuneration of the Governor of the Bank of Greece and in any case will be paid in accordance with the applicable legal and regulatory framework.

All members of the Board of Directors are covered by civil and professional liability insurance.

3.2 Non-executive members

Each non-executive member of the Board of Directors is remunerated with annual fixed remuneration by virtue of his/her membership of the Board of Directors of the Bank and in addition for any participation in Board Committees, depending on the duties assigned to him/her, as the case may be (depending, for example, if s/he is the Chairman or as an

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ordinary member of Committees). In order to avoid any conflicts of interest, non-executive members receive only fixed remuneration and there is no provision for the use of incentive mechanisms based on the Bank's performance.

Non-executive members of the Board of Directors are provided with Life and Hospital Care Insurance through the Bank's Group Staff Insurance Policy.

Payments of the above remuneration are subject to statutory deductions.

The Chairman's official duties-related expenses are covered. (including by means of a corporate card) in the context of the performance of his duties and obligations, which are not considered remuneration under the present Policy. The above-mentioned covered operating expenses include, indicatively and inter alia, a corporate mobile phone, travel expenses and corporate parking space


The Bank provides the Chairman of the Board of Directors with the possibility of using a company car.

Expenses related to the travel of the aforementioned members, as well as any other expenses incurred by them in the context of the performance of their duties as members of the Board of Directors, are reimbursed in accordance with approved by Board of Directors Expense Policy for the Members of the Board of Directors.

3.3 Executive Members

3.3.1 Fixed Remuneration

The Executive Members of the Board of Directors are primarily remunerated, by way of annual fixed remuneration within the framework of the contractual relationship they maintain with the Bank. Where applicable, they also receive certain benefits in kind


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and/or in monetary value in accordance with the Company Collective Labour Agreement, the Circulars of the Human Resources Division and other applicable arrangements, such as, indicatively, the use of a company car, participation in a pension scheme, and Life and Hospital Care Insurance through the Bank's Group Staff Insurance Policy. The choice to provide remuneration that is, in principle, fixed constitutes a deliberate corporate governance decision and reflects the Bank's existing risk profile, its supervisory environment, and its strategy to strengthen governance, without creating any expectation or entitlement to the payment of variable remuneration

Official duties-related expenses of the Executive Members of the Board of Directors arising in the context of the performance of their duties and obligations are covered (including through the use of a corporate card) and do not constitute remuneration within the context of the present Policy. The above-mentioned covered operating expenses include, indicatively and inter alia, a company mobile phone, travel expenses and a company parking space.

All types of benefits are approved on an annual basis by the General Meeting, following a proposal of the Board of Directors and upon a relevant recommendation of the Remuneration Committee.

The criteria taken into account for the determination of the fixed remuneration of the Executive Members include: the degree and readiness in meeting the requirements of the position, academic background, prior professional experience, the criticality of the position, the degree of difficulty in identifying the skills and qualifications required for the specific position, a comparison of remuneration for comparable positions in the labour market, as well as the corresponding remuneration for comparable positions of responsibility in the financial sector in which the Bank operates.

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Payments of the above remuneration are subject to statutory deductions.

The Corporate Governance, Nominations, Human Resources and Remuneration Committee supervises the remuneration of the Executive Members of the Board of Directors and submits its recommendation for their approval to the Board of Directors.

3.3.2 Variable Pay


The remuneration of the non-executive members of the Board of Directors of the Bank is exclusively fixed.

The remuneration of the Executive Members of the Board of Directors is, in principle, fixed.

The Bank reserves the right, in accordance with the applicable legislative (indicatively L. 4261/2014, L. 3864/2010, etc.), regulatory and internal regulatory framework, to establish a variable remuneration scheme for the Executive Members of the Board of Directors, the Chief Executive Officer or any alternate thereof, by virtue of a special duly reasoned resolution of the Board of Directors following a recommendation of the Remuneration Committee and, where required, by a resolution of the General Meeting.

It is noted that any decision regarding the establishment of a variable remuneration scheme is subject to the prior approval of the Hellenic Corporation of Assets and Participations S.A.

The Bank assumes no obligation whatsoever to decide on the granting of the above variable remuneration.

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If, during the period of validity of the Policy, it is decided to grant variable remuneration to the Executive Members of the Board of Directors, such remuneration shall reflect long-term, risk-adjusted performance, as well as performance exceeding that required for the fulfilment of their duties, as part of the terms of the service contract they maintain with the Bank.

Furthermore, its amount shall be such as to avoid excessive reliance thereon and shall include long-term incentives and performance criteria, which shall be rewarded over time.

The various components for the granting of fixed and variable remuneration of any kind to the Executive Members of the Board of Directors, including stock options, participation in a free share award plan, profit-sharing rights and emoluments or other allowances of any form that may be granted thereto, are determined by the competent corporate body, indicating the corresponding applicable percentages.

More specifically, in the event that variable components of remuneration are granted to the Executive Members of the Board of Directors, the following shall apply:

(a) Where remuneration is linked to performance, the total amount of remuneration shall be based on a combination of an assessment of the performance of the individual to whom it is granted, the performance of the relevant operational unit and the overall results of the Bank. In assessing individual performance, both financial criteria (such as, indicatively, the achievement of specific financial targets depending on the particular duties and areas of responsibility of the Executive Member of the Board of Directors) and non-financial criteria (such as, indicatively, compliance with the Bank's risk appetite strategy, teamwork, cooperative spirit, etc.) shall be taken into account.

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(b) Performance assessment shall be set within a multi-year framework, in order to ensure that the evaluation process is based on longer-term performance and that the payment of remuneration components linked to performance is spread over a time period during which the underlying business cycle of the Bank and the associated business risks can be taken into account.


(c) The total amount of variable remuneration granted shall not limit the Bank's ability to strengthen its capital base.

(d) The payment of guaranteed variable remuneration is prohibited.

(e) By resolution of the General Meeting, in accordance with the provisions of Article 86(1)(f) of L. 4261/2014, the total amount of variable remuneration for each category (indicatively long-term and/or short-term incentive schemes based on performance assessment and/or the achievement of quantitative and qualitative objectives) may exceed 100% and reach up to 200%

(f) With the exception of cases where early termination of the contract is due to a serious cause, such as inadequacy or the commission of service-related offences or breach of the duty of sound management and safeguarding of the financial and other interests of the Bank, payments associated with any other early termination of the service contract of an Executive Member of the Board of Directors, where such payments are due, shall reflect the performance achieved with his/her contribution during the term of the contract.

(g) Remuneration packages relating to compensation or buy-out from contracts relating to previous employment shall be aligned with the long-term interests of the Bank.

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(h) The performance measurement used to calculate the components of variable remuneration, or the pooled components for variable remuneration, shall include adjustments for all types of existing and future risks and shall take into account the cost of capital and liquidity required.


(i) Variable remuneration, including any deferred component thereof, shall be paid or vested only insofar as it is sustainable in accordance with the overall financial position of the Bank and justified on the basis of the performance of the Bank, the relevant operational unit and the staff member concerned.

(l) An amount of up to 100% of total variable remuneration shall be subject to malus provisions or clawback arrangements, in particular where the person concerned participated in or was responsible for conduct that resulted in significant losses for the Bank or failed to meet the required standards of suitability.

4. Agreements of the Bank with members of the Board of Directors

The Service Provision Agreement of the members of the Board of Directors, if applicable, is for a fixed term, and the text of the agreement shall include at least the following:

- The term of the agreement shall be equal to the term of office of the member in the Board of Directors of the Bank and shall be extended until the expiry of the deadline within which the immediately following Ordinary General Meeting of the Bank must be convened and until the adoption of the relevant resolution.
- The agreement may be terminated for a serious and substantial cause. In the event that the agreement is terminated by the Bank for a serious and substantial cause (such as, indicatively, non-compliance of the Board member with the


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instructions of the Board of Directors of the Bank), the member of the Board of Directors shall not be entitled to any unpaid remuneration, allowances or benefits.

- In the event that the agreement is terminated by the Bank without serious cause, as well as in the event that the Executive Member loses his/her capacity as Chief Executive Officer, there shall be paid to him/her the contractually agreed remuneration or such amount as may be determined at the discretion of the Board of Directors of the Bank, taking into account the prevailing practice in other credit institutions of the country, as well as the prevailing market conditions.

The amount of the compensation is considered by the contracting parties to be reasonable and fair, reflects the prevailing economic conditions and shall not be subject to reduction for any reason whatsoever.

- The provisions corresponding to the above shall also apply in the event of dissolution, liquidation, merger or absorption of the Bank by another company.
- Upon payment of the above amounts, any and all obligations of the Bank towards the member of the Board of Directors arising from the termination of their agreement for the aforementioned reasons shall be fully and exhaustively discharged.
- In any event, severance payments shall comply with the restrictions set out in the applicable regulatory framework.


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5. Prevention of conflict of interest

The Bank ensures that remuneration policies and practices are designed in such a manner as not to create conflicts of interest or incentives that may lead the members of the Board of Directors to favour their own interests. To this end, and in accordance with the provisions of the Bank's Articles of Association and the Conflict of Interest Prevention Policy applicable to the members of the Board of Directors and the Bank's senior executives, the Bank defines procedures for the prevention of conflicts of interest and takes all necessary measures to maintain and operate effective organisational arrangements within the Bank for the identification, monitoring and management of existing or potential conflict-of-interest situations, which may be detrimental to the interests of its customers and of the Bank itself, in accordance with the provisions of the applicable regulatory framework.

Accordingly, the members of the Board of Directors:

- are required to disclose in a timely and adequate manner to the other members of the Board of Directors their own interests that may arise from transactions of the Bank falling within the scope of their duties, as well as any other conflict of their own interests with those of the Bank or of entities related thereto within the meaning of Article 32 of Law 4308/2014, arising in the performance of their duties;
- are prohibited from pursuing personal interests that conflict with the interests of the Bank and from engaging in or facilitating activities that compete with the financial interests of the Bank or of entities related thereto within the meaning of Article 32 of Law 4308/2014;

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- Executive members of the Board of Directors shall abstain from voting at meetings of the Board of Directors on matters concerning their own remuneration.

Disclosure of cases of conflicts of interest is effected through the Annual Report of the Board of Directors.

6. Governance regarding the Remuneration Policy


The Bank's Remuneration Committee shall consist, at a minimum, of three (3) non-executive members of the Board of Directors, the majority of whom, including its Chair, shall be independent non-executive members.

The powers and responsibilities of the Remuneration Committee are set out in detail in its Rules of Procedure (Annex).

The Remuneration Committee cooperates with other Committees composed of non-executive members of the Board of Directors, whose activities may have an impact on the design and proper implementation of the Policy (in particular, the Risk Management Committee and the Audit Committee).

The Committee ensures the appropriate advisory contribution of the competent Units and Divisions of the Bank (Risk Management, Regulatory Compliance and Corporate Governance, Legal Services, Internal Audit, Human Resources, Strategic Planning) in the formulation of the Policy, as well as the contribution of external experts.

Among its responsibilities, the Remuneration Committee examines whether the Policy is aligned with the Bank's business strategy, risk management, the policy of equal treatment irrespective of gender and orientation, as well as whether ESG criteria are met, or whether a proposal for its revision should be submitted on an annual basis.

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The duration of validity of the Policy shall be four (4) years from its approval by the General Meeting of Shareholders.

The Policy is submitted for approval to the General Meeting on the basis of a proposal of the Board of Directors of the Bank, following a relevant recommendation of the Remuneration Committee, and, in addition to the publicity it receives in accordance with the provisions of Law 4548/2018, is posted on the Bank's website for the entire period of its validity, together with the date of its approval and the results of the voting of the General Meeting at which it was approved.


7. Revision of or Deviation from the Remuneration Policy

In the event of a material revision of the Policy, the Board of Directors is required to resubmit it to the General Meeting for approval, together with a report describing and explaining all amendments introduced in the revised Remuneration Policy.

Any revision of the Remuneration Policy requires the prior consent of the Hellenic Corporation of Participations and Assets S.A.

In exceptional circumstances, a temporary deviation from the Remuneration Policy approved by the General Meeting may be permitted, provided that a relevant decision is adopted by the Board of Directors following a recommendation of the Remuneration Committee, where such deviation is deemed necessary to serve the long-term interests of the Bank as a whole or to safeguard its sustainability, and subject to the prior consent of the Hellenic Corporation of Participations and Assets S.A.

Such deviation may concern the fixed remuneration of the members of the Board of Directors and/or the additional benefits granted to them pursuant to the above, and must not be linked to criteria relating to gender or any other aspects of personal orientation.

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In the event of a temporary deviation from the application of the Policy, the Bank shall provide explanations in the Remuneration Report and shall include information regarding the remuneration paid on the basis of, and due to, such exceptional circumstances.

8. Remuneration Report

In accordance with Article 112 of Law 4548/2018 and of Article 450 of CRR, the Bank shall prepare on an annual basis a Remuneration Report, which shall include a comprehensive overview of the total remuneration regulated under the Policy for the last financial year.

The Remuneration Report shall also include all types of benefits and expenses that were granted or were due to the members of the Board of Directors and any other persons to whom it applies, the remuneration of whom has been included in the Policy.

The Remuneration Report for the last financial year shall be submitted for discussion to the Ordinary General Meeting and the vote of the shareholders shall be advisory. The Board of Directors shall explain, in the subsequent Remuneration Report, the manner in which the outcome of the above advisory vote at the Ordinary General Meeting was taken into account.

The Remuneration Report shall be posted on the Bank's website following its approval by the General Meeting, subject to the provisions of paragraph 5 of Article 112 of L. 4548/2018 and is available to the regulatory authorities upon request.