

**REPORT OF THE INDEPENDENT NON-EXECUTIVE MEMBERS
OF THE BOARD OF DIRECTORS OF
"CrediaBank S.A."**

This Report constitutes the joint Report of the serving Independent Non-Executive Members of the Board of Directors (hereinafter the "Board of Directors" or the "BoD") of CrediaBank S.A. (hereinafter the "Bank"), which is submitted to the Ordinary General Meeting of the Shareholders of the Bank of 22 May 2026 (hereinafter the "General Meeting"), in accordance with Article 9 (5) of Law 4706/2020.

The serving Independent Non-Executive Members declare that each since the assumption of its duties, have duly and lawfully performed their duties in accordance with Article 7 of Law 4706/2020. In particular, inter alia, they monitored and reviewed the implementation of the Bank's business strategy towards the achievement of its objectives, exercised supervision over the Executive Members, especially as regards their performance and accountability, and examined the proposals submitted by the Executive Members, expressing duly substantiated opinions thereon based on adequate and sufficiently reasoned information.

The Independent Non-Executive Members of the Board of Directors reviewed and assessed the information included in the Annual Report of the Board of Directors and in the Corporate Governance Statement, which are incorporated in the Annual Financial Report as at 31 December 2025, insofar as such information relates to the performance of their duties, and confirm the fulfilment of their obligations (each since the assumption of its duties) within the context of Article 7 of Law 4706/2020.

The Board of Directors of the Bank, under its current composition, is formed by an appropriate combination of Executive, Non-Executive and Independent Non-Executive Members, so as to ensure balanced and effective decision-making and to prevent the concentration of powers in a single person or in a limited number of persons. At the same time, there is a clear allocation of responsibilities between the Board of Directors and the executive Management of the Bank.

The committees of the Board of Directors, namely (1) the Audit Committee, (2) the Corporate Governance, Nominations, Human Resources and Remuneration Committee, and (3) the Risk Management Committee, are composed in a manner that ensures a majority of independent members. The allocation of responsibilities between the executive Management and the Board of Directors is clearly defined, as reflected in the Bank's Internal Rules of Operation.

Within the framework of the application of the provisions of Law 4706/2020, the Bank has examined and verified the fulfilment of the prescribed requirements with respect to the members of the Board of Directors and the Audit Committee, in particular as regards:

- adequate representation by gender,
- the total number of independent non-executive members of the Board of Directors,
- compliance with the independence criteria applicable to independent non-executive members,
- the fitness and propriety criteria provided for under the applicable regulatory framework, the policy and the procedure for assessing the suitability of the members of the Board of Directors and the Heads of critical functions, as well as the Bank's Internal Rules of Operation.

The Board of Directors of the Bank, which was elected pursuant to the relevant resolution of the Extraordinary General Meeting held on **26 February 2025** and constituted into a body on **26 February 2025** (G.E.MI. registration no. **5318398**), comprises thirteen (13) members, of whom: (a) two (2) members are Executive Members; (b) the A' and B' Vice-Chairs and three (3) other members are Non-Executive

Members, i.e. five (5); and (c) the Chair and five (5) other members are Independent Non-Executive Members, i.e. six (6). Subsequently, following the resignation of **Mr. Nikolaos Bakos** on **09 October 2025** and **Ms. Despoina Doxaki** on **30 October 2025**, the Board of Directors of the Bank was reconstituted into a body on **30 October 2025** (G.E.MI. registration no. **5644578**) and comprises twelve (12) members, of whom: (a) two (2) members are Executive Members; (b) the A' and B' Vice-Chairs and two (2) other members are Non-Executive Members, i.e. four (4); and (c) the Chair and five (5) other members are Independent Non-Executive Members, i.e. six (6).

It is noted that the number of Independent Members is not less than one third (1/3) of the total number of the members of the Board of Directors, with a minimum of two (2) members, in accordance with the provisions of Law 4706/2020, while, at the same time, the minimum number is also complied with as provided for in the applicable **Relationship Framework Agreement** entered into between the Bank and the **Hellenic Financial Stability Fund**, which has been absorbed by the **Hellenic Corporation of Assets and Participations S.A. (HCAP)**.

The curricula vitae of the members are available on the Bank's website at the following link: [CVs of Board Members - CrediaBank](#)

The Independent Non-Executive Members of the Board of Directors do not exercise executive responsibilities in the management of the Bank, beyond the general duties deriving from their capacity as members of the Board of Directors and perform a role of systematic supervision and monitoring of the decision-making process of Management. In particular they are entrusted with the following duties:

- (a) They monitor and assess the Bank's strategy and its implementation, as well as the achievement of its business objectives.
- (b) They ensure the effective supervision of the Executive Members, including the monitoring and review of their performance.
- (c) They actively contribute to the formation of a duly substantiated judgement on matters relating to strategy, internal control, risk management, compliance and corporate governance, exercising constructive and independent scrutiny over the proposals submitted by the executive Management.

Through their participation in the Board of Directors and its committees, the Independent Non-Executive Members of the Board of Directors act with independent judgement, promote transparency, accountability and due diligence, devote the required time and commitment to the effective performance of their duties, and act in the long-term interest of the Bank and all its stakeholders.

In full alignment with the provisions of Law 4261/2014 and the Conflict of Interest Prevention Policy of the Bank's Group, the members of the Board of Directors are not permitted to hold more than one position from the following combination of board positions: (a) one position as an Executive Member of the Board of Directors and two positions as a Non-Executive Member of the Board of Directors; or (b) four positions as a Non-Executive Member of the Board of Directors. In order to avoid excessive workload arising from other professional commitments, the existing professional obligations of the Independent Non-Executive Members of the Board of Directors are assessed during the candidate suitability assessment process and are reviewed annually by the Corporate Governance, Nominations, Human Resources and Remuneration Committee.

Within the same framework, the Independent Non-Executive Members systematically monitor matters relating to conflicts of interest and the maintenance of their required independence, so as to ensure that their participation in decision-making processes is exercised impartially, without undue influence, and with

the long-term interest of the Bank and its shareholders as the sole guiding principle.

During the year 2025, thirty-two (32) meetings of the Board of Directors were held, as explicitly stated in the Corporate Governance Statement (Annual Financial Report as at 31 December 2025), which is published on the Bank's website at the following link: [Financial Results – CrediaBank](#).

From 01 January 2026 and until the publication of the present Report on the Bank's website in the context of the forthcoming Ordinary General Meeting, thirteen (13) meetings of the Board of Directors were held.

During the reference period, the Independent Non-Executive Members, monitored through their participation in the Board of Directors and its Committees, the following material matters in particular:

- matters pertaining to the General Meetings of Shareholders and the reconstitution of the Board of Directors;
- the update of policies, regulations and other regulatory texts;
- the business plan, matters relating to acquisitions, Additional Tier 1 (AT1) capital instruments and the recovery plan;
- the ICAAP and ILAAP processes, as well as the related Pillar III disclosures;
- the annual regulatory compliance report, the whistleblowing framework and the Code of Ethics;
- the internal control framework and the annual audit plan.

The monitoring of the above matters was not limited to a formal review, but included, to the extent corresponding to their non-executive and independent role, the submission of questions, the formulation of observations and the assessment of the adequacy of the measures and actions proposed or implemented by the executive Management.

In 2025, the Audit Committee held twenty-three (23) meetings, and the attendance of its members reached 100%. From **01 January 2026** until the date of publication of the present Report, as referred to above, the Audit Committee held seven (7) meetings, with the attendance of its members amounting to 100%.

Likewise, the Corporate Governance, Nominations, Human Resources and Remuneration Committee held sixteen (16) meetings during 2025, with the attendance of its members amounting to approximately 98.75%, while from **01 January 2026** until the publication of the present Report, as referred to above, it held eleven (11) meetings, with the attendance of its members amounting to approximately 100%.

Finally, the Risk Management Committee held seventeen (17) meetings during 2025, with the attendance of its members amounting to 97.7%. From **01 January 2026** until the date of publication of the present Report, as referred to above, it held eight (8) meetings, with the attendance of its members amounting to 100%.

The regular participation of the Independent Non-Executive Members in the work of the Board of Directors and its Committees enhanced the ability to cross-check information across the respective areas of corporate governance, internal control, risk management and compliance, thereby contributing to more comprehensive oversight of the internal control system and the overall organizational adequacy of the Bank.

The tables presenting the participation of the Members in the Committees for the year 2025 have been published on the following link: [Attendance Rates of the Members of the Board of Directors – CrediaBank](#).

Within the framework of the continuous improvement of the structure and processes of Corporate Governance, as well as alignment with Law 4706/2020, the Board of Directors approved and issued Corporate Governance Policies, which are published on the Bank's website at the following link: [Principles and Policies – CrediaBank](#).

The Independent Non-Executive Members note that effective corporate governance constitutes an ongoing process of improvement and, for this reason, the monitoring of the implementation of the relevant policies, procedures and internal control mechanisms remains a standing priority also for the next financial year.

On the basis of the above and within the scope of their responsibilities, the Independent Non-Executive Members conclude that, during the reference period, they performed their duties with independence of judgement, adequacy, diligence and consistency in line with the applicable regulatory framework, thereby contributing substantially to sound corporate governance, the effective supervision of Management and the prudent management of the Bank's risks.

Athens, 29 April 2026

The Independent Non-Executive Members of the Board of Directors of CrediaBank

Constantinos Herodotou, son of Michael

Christos Alexakis, son of Apollonas

Ioannis Zografakis, son of Georgios

Aimilios Yiannopoulos, son of Polykarpos

Panagiotis Liargkovas, son of Georgios

Aimilios Stasinakis, son of Konstantinos