

DRAFT RESOLUTIONS / EXPLANATORY NOTES OF THE BOARD OF DIRECTORS' ON THE ITEMS OF THE AGENDA OF THE ORDINARY GENERAL MEETING OF 22/05/2026

The Board of Directors invites the shareholders of CrediaBank S.A. (the "Bank") to discuss and resolve upon the following items on the agenda of the Extraordinary General Meeting:

Item 1: Submission and approval of the Annual Report for the financial year 2025 (01.01.2025 - 31.12.2025), that includes the Annual Financial Statements of the Bank on a stand-alone and consolidated basis, as well as the Board of Directors' and the Auditors' Reports.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total ordinary voting shares issued by the Bank	1/2 of the total voting rights present or represented
Repeat General Meeting	Any represented portion of the incorporated ordinary shares issued by the Bank with voting rights	

The Board of Directors files for approval to the General Meeting the Annual Financial Report for the fiscal year 2025 for the Bank and the Group (01.01.2025 – 31.12.2025) that include the Annual Financial Statements on a standalone and consolidated basis (including the Sustainability Report) as well as the Management Report of the Board of Directors and the Audit Report of the Statutory Auditors that was approved by the Board of Directors of the Bank on 05/03/2026. The Annual Financial report as well as the reports and the Annual Financial Statements have been disclosed and will remain available at the official website of the Bank via the following link: <https://www.crediaBank.com/en/group/investor-relations/financial-results/>

In accordance with the applicable legal and regulatory framework, the Board of Directors recommends to the General Meeting not to distribute dividend (either in cash or in shares) to the holders of common shares.

Item 2: Approval in accordance with article 108 of L.4548/2018 of the overall management conducted during the corporate fiscal year 2025 (01.01.2025 - 31.12.2025) and release of the auditors for the said corporate fiscal year.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total ordinary voting shares issued by the Bank	1/2 of the total voting rights present or represented

Repeat General Meeting	Any represented portion of the incorporated ordinary shares issued by the Bank with voting rights	
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The General Meeting of the Bank is called to approve, in accordance with article 108 of Law 4548/2018, the overall management conducted during the corporate fiscal year 2025 (01.01.2025 - 31.12.2025) and the release of the auditors for the said corporate fiscal year.

Item 3: Appointment of Statutory Auditors for the corporate fiscal year 2026 (01.01.2026 - 31.12.2026).

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total ordinary voting shares issued by the Bank	1/2 of the total voting rights present or represented
Repeat General Meeting	Any represented portion of the incorporated ordinary shares issued by the Bank with voting rights	

The Board of Directors, following the suggestion of the Audit Committee of the Bank, recommends to the General Meeting to approve the assignment of the ordinary audit of the individual and the consolidated financial statements of the Bank and of the subsidiaries "SINGLE MEMBER CrediaBancassurance SA" and "Single Member CrediaFactors SA" including the assurance in regards to the submission of the Sustainability Report as well as the tax audit of the Bank and its subsidiaries for the corporate fiscal year 2026 (01.01.2026 - 31.12.2026) to the audit firm "Grant Thornton" with an annual fee of €961k plus VAT, which is reasonable, corresponds to the market conditions based on the tasks of the audit firm and was evaluated in accordance with the framework currently in force. It is noted that Grant Thornton was appointed for the first time to conduct the ordinary audit of the Bank for the financial year 2023. The conduct of the ordinary audit has been assigned to Mr. Xynas (SOEL Reg. No 34081) and Mr. Kazas (SOEL Reg. No 55641) and in case of impediment, Mr. Michalios (SOEL Reg. No 25131) and Mrs. Gerasimopoulou (SOEL Reg. No 32071) have been appointed as alternate auditors.

Item 4: Submission for discussion and voting of the Remuneration Report for the corporate fiscal year 2025 pursuant to article 112 of Law 4548/2018 and approval of remuneration and compensation of the members of the Board of Directors for the corporate fiscal year 2025 (01.01.2025 - 31.12.2025)

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total ordinary voting shares issued by the Bank	1/2 of the total voting rights present or represented

Repeat General Meeting	Any represented portion of the incorporated ordinary shares issued by the Bank with voting rights	
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The Board of Directors, following recommendation of the Corporate Governance, Nominations, Human Resources and Remuneration Committee submits to the General Meeting for discussion and voting, the Remuneration Report for the fiscal year 2025 pursuant to article 112 of L. 4548/2018, which has been audited by the competent bodies of the Bank. In particular, the above Committee, after reviewing the content of the above Report, expressed its positive opinion, to the Board of Directors on this and proposed its submission to the upcoming Annual General Meeting for discussion and voting. The vote of the shareholders is advisory. The annual Remuneration Report along with the auditor's report is available at the official website of the Bank via the following link: <https://www.crediabank.com/en/group/investor-relations/general-meetings/>

Furthermore, it submits for approval the remuneration and compensation of the members of the Board of Directors for the fiscal year 2025 (01.01.2025 - 31.12.2025). An analysis of the remunerations/compensations and relevant explanations are presented in detail in the above Remuneration Report for the fiscal year 2025.

Item 5: Preliminary approval of payment of remuneration of the members of the Board of Directors for the period until the next Ordinary General Meeting

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total ordinary voting shares issued by the Bank	1/2 of the total voting rights present or represented
Repeat General Meeting	Any represented portion of the incorporated ordinary shares issued by the Bank with voting rights	

The Board of Directors suggests to the General Meeting to permit, pursuant to article 109§4 of L. 4548/2018 the granting of payment of remuneration to the non-executive members of the Board of Directors until the next Ordinary General Meeting.

The total remuneration of the non-executive BoD members for the fiscal year 2026 shall not exceed the amount of € 1.3 mln on an annual basis.

Item 6: Filing of the Annual Report of the Audit Committee in accordance with article 44 of Law 4449/2017

Pursuant to the provisions of article 44, par. 1(i) of L. 4449/2017, the Board of Directors files to the General Meeting the Annual report of the Audit Committee for the year 2025, which has been

posted and will be available at the official website of the Bank via the following link: <https://www.crediabank.com/en/group/investor-relations/general-meetings/>

The Annual report of the Audit Committee is filed to the General Meeting in accordance with article 44, par. 1(i) of Law 4449/2017, as currently in force, and it is not subjected to a voting process.

Item 7: Filing of the Report of the Independent Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020

Pursuant to the provisions of article 9, par. 5 of Law 4706/2020, the Board of Directors files to the General Meeting the report of the independent members of the Board of Directors for 2025, which has been posted and will be available at the official website of the bank at the following link: <https://www.crediabank.com/en/group/investor-relations/general-meetings/> and it is not subjected to a voting process.

Item 8: Granting of consent in accordance with article 98 par. 1 of Law 4548/2018 to members of the Board of Directors and the Managers of the Bank for their participation in the Board of Directors or the Administration of Companies pursuing the same or similar business objects.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total ordinary voting shares issued by the Bank	1/2 of the total voting rights present or represented
Repeat General Meeting	Any represented portion of the incorporated ordinary shares issued by the Bank with voting rights	

The Board of Directors recommends to the General Meeting to approve in accordance with article 98 par. 1 of L. 4548/2018 the granting of consent to members of the Board of Directors and Managers of the Bank for their participation in Boards of Directors or the Administration of Companies pursuing the same or similar business objects with those of the Bank or in order to act as provided for in any of the other cases set out in the article in question, provided that a justified resolution of the Board of Directors will precede, which will verify that there is no substantial impediment whatsoever.

The participation in companies not pursuing the same or similar business objects is regulated in accordance with the Law and the Policies of the Bank.

ITEM 9: Approval of the amendment of the Remuneration Policy of Members of the Board of Directors.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialised voting shares issued by the Bank	½ of the total voting rights present or represented plus one voting right present or represented
Repeat General Meeting	Any represented portion of the common, dematerialised voting shares issued by the Bank	

Following a relevant recommendation by the Corporate Governance, Nominations, Human Resources & Remuneration Committee (the “CGNHR Committee”), the Board of Directors proposes the approval of the amendment of the Remuneration Policy of Members of the Board of Directors of the Bank (the “Remuneration Policy”), in accordance with Article 110 of Law 4548/2018.

To this end, the Board of Directors submits to the General Meeting a relevant report, in accordance with Article 111 par. 2 of Law 4548/2018, which describes and explains all the amendments.

The draft Remuneration Policy with the proposed amendments, as well as the above report of the Board of Directors, are available on the Bank’s website <https://www.crediabank.com/en/group/investor-relations/general-meetings/>.

ITEM 10: Approvals pursuant to Article 86 of Law 4261/2014 for executives and executive members of the Bank’s Board of Directors.

Note: the members of staff who are directly affected by the higher maximum levels of variable remuneration are not permitted to exercise, directly or indirectly, any voting rights they may have. Accordingly, the voting rights they hold are not taken into account when calculating the percentages, neither in the numerator nor in the denominator.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/2 of the total common, dematerialised voting shares issued by the Bank	66% of the total voting rights present or represented
Repeat General Meeting	1/2 of the total common, dematerialised voting shares issued by the Bank	
It is noted that in case the above required quorum is not achieved, the General Meeting resolves by a majority of 75% of the represented votes (in person or by proxy).		

On the 10th item of the Agenda, the Board of Directors submits to the Annual General Meeting the following detailed recommendation, in accordance with Article 86 of Law 4261/2014:

"Dear Shareholders,

Pursuant to the provisions of Article 86 par. 1, item (f) (bb)(i) of Law 4261/2014, the Board of Directors of the Bank, based on the relevant recommendation of the CGNHR Committee and taking into account the successful restructuring of the Bank, as evidenced, among other things, by:

- The merger of the Bank through the absorption of Pancreta Bank which was achieved in an exceptionally short period of five (5) weeks and their operational merger in exactly one year,
- The fact that Pre-Provision Income (PPI) in 2022 was -€39m and turned positive to +€40m in 2024. With the assumption of duties and the dedication of the new management team, the Bank achieved a highly impressive turnaround in such a fundamental metric as organic profitability,
- The fact that Net New Disbursements (Net Credit Expansion) of the Bank for 2024 amounted to €1bn, or 9% of total Net Credit Expansion of the Greek banking system. The Bank's market share stood at 3%, meaning the Bank is growing at three times its size. The corresponding figure for the 9 months of 2025 reached 15% or nearly five times its size, while for the full year, Net New Disbursements amounted to €1.1bn, or 11.4% of total Net Credit Expansion of the Greek banking system. This demonstrates management's ability to organise available resources to provide credit to the Greek market, compete with and outperform much larger financial institutions,
- The achievement of the largest direct reduction of the Non-Performing Exposures (NPE) ratio, from 66% to 2.8%. This was accomplished while the NPE portfolio had already been previously securitised and fragmented across different servicers and two banks that had not yet merged. The price achieved for the portfolios was among the most competitive in the history of the HERCULES programme, taking into account the adverse changes that arose during its third renewal,
- The conclusion of an investment agreement between the two main shareholders in the summer of 2024, and the subsequent successful recapitalisation of €735m and privatisation of the Bank,
- The maiden entry into the bond markets with the highly successful simultaneous issuance of AT1 and Tier 2 bonds, of €100m and €150m respectively, confirming investor confidence in management's ability to deliver the expected results,
- The fact that over the past one and a half years the Bank has executed a series of capital strengthening actions, such as two synthetic securitisations with continuously decreasing costs, numerous individual sales of real estate and other assets at a profit, etc.
- The conclusion of an agreement in 2025 for the acquisition of a 70.03% stake in the share capital of HSBC Malta
- The need to limit the "competitive disadvantage" in markets where there is no cap on remuneration, given that market analysis reveals a gap in variable remuneration compared to European banking groups and large-cap Greek companies, which affects talent retention,

- The fact that attractive variable remuneration constitutes a key tool for employee engagement and contributes to maintaining a low attrition rate in positions that significantly affect the Bank's risk profile, which in turn has a real and material impact on the achievement of its long-term objectives, and
- The Bank's ongoing efforts to implement the key strategic objectives of its Remuneration Policy, and in particular the retention and attraction of executives and the creation of long-term value,

proposes the increase of the maximum ratio between fixed and variable remuneration above 100% and up to 200%, depending on the level of responsibility, as described below for:

- i. Executives and Heads of Independent Operations who participate in the already Board-approved Executive Incentive Plan ("EIP") of the Bank, and
- ii. the Executive Members of the Board of Directors of the Bank.

The Bank has incorporated the provisions of Law 4261/2014 in the Remuneration Policy of Members of the Board of Directors as well, explicitly clarifying that the variable component may not exceed 100% of the fixed component of the total remuneration of each employee. However, the General Meeting of Shareholders of the Bank may approve a higher maximum ratio, provided that the variable component does not exceed 200% of the fixed component for each individual. This provision has been included in the revised Remuneration Policy of the Bank and the Group and a relevant amendment of the Remuneration Policy of Members of the Board of Directors is being submitted for approval to this General Meeting.

As a general principle, variable remuneration constitutes a significant component of the remuneration for executives as well as for members of the Board of Directors of the Bank, as it enhances their motivation, rewards their high performance and supports the achievement of business objectives, thereby steering the Bank towards the strategic direction approved by the Board of Directors and in alignment with the creation of value for shareholders. The Bank's variable remuneration schemes have been designed to support short-term and long-term business objectives, ensuring the attraction and retention of talents.

The Board of Directors, taking into account both quantitative and qualitative data, as well as market practices in Greece and throughout Europe, and with the support of the CGNHR Committee, recognizes the critical role of the experience, skills and knowledge of executives and executive members of the Board of Directors in the success of the Bank and the need to offer competitive remuneration to attract and retain critical talents. The non-payment of variable remuneration up until 2024, due to restrictions arising from the Bank's regulatory operating framework, constituted an obstacle to enhancing competitiveness. This deficiency was further compounded by the highly competitive talent market in the banking and business sector, as well as the need for sustainable business efficiency in order to achieve the ambitious financial targets for 2024-2025.

In July 2025, the Bank adopted a variable remuneration scheme for the executives of the Bank and the heads of independent operations (Executive Incentive Plan), which aims at the short-term and long-term motivation of executives towards achieving the Bank's Business Plan and strategic priorities, enhancing retention and attraction, in alignment with industry and market remuneration practices, and recognizing and rewarding the contribution of executives to the Bank's results, while at the same time ensuring the maintenance of the Bank's sound capital base.

The above-mentioned incentive plan is aligned with international practices and aims to address challenges such as increased labour market mobility, the prolonged absence of variable remuneration for executives and the need to boost morale and engagement. This initiative aimed to:

- Reward eligible participants for the achievement of annual performance targets,
- Ensure the alignment of the Bank's Remuneration Policy with the long-term interests of shareholders,
- Ensure the prudent management of risks, and
- Encourage the retention of the Bank's executives.

For the awarding of variable remuneration to the executives participating in the Executive Incentive Plan, it is proposed that the Annual General Meeting approve, in accordance with the provisions and the procedure of Article 86 of Law 4261/2014, a higher than 100% (up to 200%) maximum ratio between the fixed and variable component of remuneration for the year 2026.

Based on the total variable remuneration, the General Meeting is requested to approve, for payment in 2026, a higher maximum ratio between the variable and fixed components of remuneration for 13 executives, as follows:

- up to 200% for the executive members of the Bank's Board of Directors – (total of 2 executives).
- up to 170% for top executives (total of 9 executives).
- up to 130% for senior executives (total of 2 executives).

The above number of individuals may be adjusted in the future to reflect any changes in the Bank's internal organizational structure as well as the results of the periodic process of identifying individuals whose professional activities have a material impact on the Bank's risk profile, although no substantial changes are expected.

The increase of the maximum ratio between fixed and variable remuneration above 100% and up to 200% will further reinforce a performance-oriented culture, ensuring that the remuneration of the Bank's executives and Board members is closely linked to long-term value creation and the achievement of strategic objectives. The EIP incorporates specific performance indicators, thereby aligning the interests of executives with those of shareholders.

The relevant amounts will be awarded in 2026, based on the Bank's performance and an assessment of the beneficiaries' performance for the year 2025.

Furthermore, the setting of the maximum ratio between fixed and variable remuneration up to the respective percentages as described above, in accordance with the level of responsibility of executives, will not affect the maintenance of a sound capital base for the Bank nor the fulfilment of any obligations imposed by solvency regulations. The Bank has assessed and confirmed that, based on current projections and data, even in a scenario where variable remuneration was paid at the maximum possible level to all eligible executives, it will continue to maintain strong capital adequacy, significantly above the minimum supervisory requirements.

As defined in the legislative framework governing the Bank's operations and clearly reflected in the Remuneration Policy of the Bank and the Group and the Remuneration Policy for Members of the Board of Directors, variable remuneration schemes are governed by the principle of prudence, as the payment of variable remuneration presupposes that capital levels are above supervisory requirements and is aligned with the achievement of pre-determined targets. Furthermore, the proposal is harmonized with the relevant regulatory framework, ensuring that variable remuneration is accompanied by appropriate risk mitigation measures such as deferral, malus and clawback arrangements.

More specifically:

- Variable remuneration under the EIP will be awarded at least 50% in instruments,
- For the position level of Deputy Chief Officer and Head of Independent Operations, 60% of the total amount is to be paid upfront following the performance evaluation, while the remaining 40% is deferred and will be paid in equal instalments over a period of four (4) years,
- For the position level of Chief Officer and above and for variable remuneration up to €300,000, 50% of the total amount is to be paid upfront following the performance evaluation, while the remaining 50% is deferred and will be paid in equal instalments over a period of five (5) years; whereas for variable remuneration above €300,000, 40% of the total amount is to be paid upfront following the performance evaluation, while the remaining 60% is deferred and will be paid in equal instalments over a period of five (5) years
- The retention period for the instruments awarded under each scheme is one year,
- Where the total annual variable remuneration of the employee does not exceed fifty thousand euros (€50,000) and does not represent more than one third (1/3) of the employee's total annual fixed remuneration, its payment will not be subject to deferral.
- Variable remuneration is subject to malus and clawback arrangements of up to 100%.

In determining the proposed variable remuneration ratios, account was taken of the responsibilities of the specific executives as well as the variable remuneration paid in the banking

sector, and in businesses in other significant sectors of the economy, in Greece and abroad. Those referred to above are executives and Heads of Independent Operations responsible for the overall performance of the Bank, within and outside Greece. The proposed variable remuneration ratios are provided in recognition of their strong commitment to the Bank's results.

The CGNHR Committee will continue to monitor implementation, ensuring compliance with internal policies and external regulatory requirements.

It is noted that the proposed resolution authorizes the exceeding of 100% of the fixed component of the variable remuneration for executives and executive members of the Board of Directors, in the year 2026, up to the maximum percentage referred to above, depending on the level of responsibility of executives. However, this does not mean that remuneration will necessarily reach the maximum threshold. It is proposed that the General Meeting authorize the Board of Directors to determine, on a case-by-case basis, the exact level of variable remuneration for executives holding any of the aforementioned positions at the Bank, in accordance with the applicable organizational structure and the procedure for determining variable remuneration, in compliance with the applicable regulatory framework. Such determination will be based on the performance evaluation and will be in full compliance with the provisions of the Remuneration Policy of the Bank and the Group and the Remuneration Policy of Members of the Board of Directors as in force from time to time, as well as with the applicable legislative and regulatory framework.

For all the above reasons, the Board of Directors of the Bank considers the increase of the ratio between fixed and variable remuneration from 100% to 200% to be justified and commercially sound. Accordingly, it submits this report to the Annual General Meeting of shareholders of the Bank and recommends the adoption of a relevant resolution approving increase of the ratio between fixed and variable components of remuneration, according to the above.

ITEM 11: Approval of a share buyback programme pursuant to Article 49 of Law 4548/2018. Grant of authorizations to the Board of Directors.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/2 of the total common, dematerialised voting shares issued by the Bank	2/3 of the total voting rights present or represented
Repeat General Meeting	1/5 of the total common, dematerialised voting shares issued by the Bank	

The Board of Directors of the Bank recommends to the Annual General Meeting the approval of a share buyback programme in accordance with the terms and conditions provided for in Article 49 of Law 4548/2018 in conjunction with the provisions of Regulation (EU) 596/2014 and Commission Delegated Regulation (EU) 2016/1052.

The maximum number of own shares to be purchased shall not exceed 10% of the paid-up share capital of the Bank, within a period of twenty-four (24) months from the date on which the relevant resolution is adopted by the General Meeting, with a purchase price range between €0.05 (minimum price) and €3 (maximum price) per share. Accordingly, the maximum amount to be used by the Bank for the purposes of the proposed share buyback programme equals €9.975m. It is noted that the acquisition of own shares must not result in the reduction of the Bank's equity to an amount below that specified in Article 159 par. 1 of Law 4548/2018.

The own shares acquired by the Bank will be used for any purpose and use permitted by law, including the purposes provided for in Article 5 par. 2 of Regulation (EU) No. 596/2014, such as their allocation to executives and/or members of management of the Bank and/or affiliated companies, pursuant to relevant approvals by the General Meeting of shareholders of the Bank, and the reduction of the share capital and their cancellation, following receipt of all necessary regulatory and supervisory approvals.

The buyback of own shares by the Bank will be carried out in accordance with the applicable legislative and regulatory framework, and upon receipt of the necessary regulatory approvals, in particular from the Hellenic Corporation of Assets and Participations and the Bank of Greece.

It is further proposed to the Annual General Meeting that authorisation be granted to the Board of Directors (i) to determine, at its discretion, any other detail relating to the share buyback programme, (ii) to take all necessary actions and delegate the relevant powers to the appropriate persons, for the purpose of implementing the share buyback programme, and (iii) to manage all procedural details relating to this resolution.

ITEM 12: Approval of the distribution of net profits to executives and employees of the Bank. Grant of authorizations.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/2 of the total common, dematerialised voting shares issued by the Bank	2/3 of the total voting rights present or represented
Repeat General Meeting	1/5 of the total common, dematerialised voting shares issued by the Bank	

The Board of Directors of the Bank, taking into account:

- the achievement of the Bank's targets
- the financial results and profitability of the financial year 2025,

proposes to the Annual General Meeting of shareholders for approval the distribution of a total

amount of €5.1m to executives and employees of the Bank, from the profits of the financial year ended 31.12.2025.

It is noted that in accordance with the applicable legislation and the Bank's Remuneration Policy, variable remuneration is paid with the deferral ratio provided for by Law (in equal instalments over four or five years as applicable – except for the exceptions provided for by law), and is subject to "Malus" (reduction of unvested remuneration) and "Clawback" (recovery of paid remuneration) arrangements where required. It is clarified that an amount of €0.7m relates to the non-deferred and immediately payable component of the variable remuneration of executives.

Based on the Financial Statements for the financial year ended 31 December 2025, which are submitted for approval to the Annual General Meeting, under the 1st item of the Agenda, the distribution will be drawn from the net profits of the financial year 2025. It is noted that the final allocation per beneficiary will be implemented by the competent bodies and in accordance with the terms and conditions of the corporate internal regulations/procedures and policies. It is further proposed that the Board of Directors be authorised to take all necessary actions for the apportionment of the above amount among the beneficiaries and the payment thereof, in accordance with the resolution of the Annual General Meeting and the provisions of the law, with the right to sub-delegate to competent executives, as appropriate.

ITEM No.13: Other Matters – Announcements.

The Chairman of the Board of Directors

Konstantinos Herodotou