

DRAFT RESOLUTIONS / EXPLANATORY NOTES OF THE BOARD OF DIRECTORS' ON THE ITEMS OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF 16/03/2026

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 No.1: Establishment of a programme for the free allocation of shares of the Bank to executive members of the Board of Directors and executives of the Bank, pursuant to Article 114 of Law 4548/2018. Grant of authorisations to the Board of Directors.

	Minimum Required Quorum	Minimum Required Majority
Extraordinary General Meeting	1/2 of the total ordinary voting shares issued by the Bank	2/3 of the total voting rights present or represented
Adjourned General Meeting	1/5 of the total ordinary voting shares issued by the Bank	

The Board of Directors of the Bank, following a recommendation by the Corporate Governance, Nominations, Human Resources & Remuneration Committee, proposes to the Extraordinary General Meeting the establishment of a programme for the free allocation of shares of the Bank to senior and executive officers (including executive members of the Board of Directors) of the Bank, pursuant to Article 114 of Law 4548/2018 (the "**Programme**").

The Programme does not constitute a separate or autonomous variable remuneration scheme, but shall function as a mechanism for the payment of the variable component of remuneration payable in financial instruments, within the framework of the variable remuneration schemes of the respective category of executives, in accordance with the Remuneration Policy for Members of the Board of Directors of the Bank and the Remuneration Policy of the Bank and the Group, as in force from time to time and adopted by the competent bodies of the Bank (the "**Variable Remuneration Schemes**"), in alignment with the objectives and interests of the Group and the shareholders of the Bank.

The approval of the Programme is intended to strengthen the retention and attraction of capable executives, to provide short-term and long-term incentives to executives towards the achievement of the Bank's business plan and strategic priorities, aligning the Bank's policy in this area with international best practices in industry and market remuneration, whilst also

constituting recognition and reward for the contribution of executives to the results of the Bank and its Group, ensuring, inter alia, the maintenance of a sound capital base and compliance with the applicable supervisory and regulatory framework. In this manner, the Bank's momentum towards the achievement of its strategic annual and long-term objectives is strengthened, and its risk management culture and competitiveness in attracting and retaining leading talent is enhanced.

The Programme constitutes a voluntary benefit, granted at the Bank's discretion, subject to the Bank's right to revoke, amend or abolish it at any time, without, however, affecting vested rights of the Programme beneficiaries arising from the exercise of this right.

It is proposed that the free allocation of shares shall take place as follows:

(a) Maximum number and class of shares to be allocated: Free allocation of up to 10,000,000 shares over a period of two (2) years. The shares shall be registered ordinary shares with voting rights and shall incorporate all rights provided for by law and the Articles of Association of the Bank.

(b) Source of shares to be allocated: Treasury shares pursuant to the provisions of Article 49 paragraph 3 of Law 4548/2018, provided that the Bank implements a share buyback programme in the future, subject to obtaining all necessary corporate and regulatory approvals, and/or new shares through capitalisation of undistributed profits or distributable reserves or share premium, subject to obtaining all necessary regulatory approvals, where required.

(c) Terms of allocation: It is proposed that the Programme be implemented in successive cycles, on the basis of the relevant conditions of the Variable Remuneration Schemes of the respective category of executives. The beneficiaries of each cycle of the Programme shall be determined on the basis of the terms and conditions of the Variable Remuneration Schemes and the relevant decisions of the competent bodies of the Bank. The shares to be allocated shall be subject to a retention period of one (1) year by the beneficiaries, as well as to the other restrictions and vesting conditions of the applicable legal and regulatory framework (including, inter alia, Law 4261/2014, Executive Committee Act of the Bank of Greece 231/01/15.07.2024, and the EBA Guidelines on sound remuneration policies under Directive 2013/36/EU).

Additionally, it is proposed to the Extraordinary General Meeting that authorisation be granted to the Board of Directors: (i) to determine, amend, specify and adjust, subject to the provisions of Law 3864/2010 as in force from time to time, the specific terms and all details of implementation of the Programme, at its discretion, including, indicatively, the criteria for the allocation of the above shares, the deferral period and the vesting conditions of the shares; and (ii) to determine the beneficiaries or their categories and to take all necessary actions for the allocation of the shares, in accordance with the terms of the Programme, within the framework of the General Meeting resolution, the Variable Remuneration Schemes in force from time to time and taking into account the applicable legal and regulatory framework, subject to

obtaining all necessary supervisory and regulatory approvals [and a relevant recommendation from the Corporate Governance, Nominations, Human Resources & Remuneration Committee of the Bank]. The authorisation granted to the Board of Directors is proposed to be valid for 24 months from the relevant resolution of the Extraordinary General Meeting.

ITEM No.2: Revocation of the existing authorisations of the Board of Directors under Article 24 paragraph 1 of Law 4548/2018. Grant of new authorisation to the Board of Directors for the increase of the share capital of the Bank for the purposes of: (a) raising new capital up to €300,000,000 and (b) capitalisation of reserves within the framework of the programme for the free allocation of shares to executives and executive members of the Board of Directors, including the power to restrict or exclude (disapply) the pre-emption rights of existing

	Minimum Required Quorum	Minimum Required Majority
Extraordinary General Meeting	1/2 of the total ordinary voting dematerialised shares issued by the Bank	2/3 of the total voting rights present or represented
Adjourned General Meeting	1/5 of the total ordinary voting dematerialised shares issued by the Bank	

The Board of Directors of the Bank proposes to the Extraordinary General Meeting the revocation of the authorisations granted to it pursuant to the provisions of Article 24 paragraph 1(b) of Law 4548/2018 by virtue of (i) the resolution of the General Meeting dated 7 July 2021, as in force following the resolution of the General Meeting dated 15 September 2021, and (ii) the resolution of the General Meeting dated 5 July 2022.

Furthermore, it proposes the grant of a new authority to the Board of Directors, pursuant to the aforementioned provisions of Law 4548/2018, so that the Board of Directors may resolve, with the quorum and majority required by law, upon the increase of the share capital of the Bank by a nominal amount not exceeding in aggregate €150,000,000 (share capital), whilst having the option to restrict or exclude (disapply) the pre-emption rights of existing shareholders, pursuant to the provisions of Article 27 paragraph 4 of Law 4548/2018.

The above authority may be exercised by the Board of Directors subject to the following limitations:

(a) For the purpose of raising new capital in an amount up to €300,000,000, through the issuance of new registered ordinary voting shares, determining the specific terms and timetable of the increase by its relevant resolution in accordance with the applicable provisions of Law 4548/2018, including, indicatively and not exhaustively, the structure of the share capital increase, the method, procedure and offer price of the new shares, the capacity of investors entitled to participate in the share capital increase, the allocation criteria among the various

categories of investors in Greece and/or abroad, as well as to resolve upon entering into all types of agreements or arrangements with foreign and/or domestic intermediary, organising, coordinating or managing banks and/or other investment services firms and/or new investors, and, more generally, to proceed with any necessary, requisite or expedient act, action or legal transaction for the implementation of the increase, including the relevant amendment of the Articles of Association of the Bank, and

(b) For the purpose of capitalising reserves of the Bank (including share premium reserves), by a nominal amount not exceeding in aggregate €500,000, for the purpose of allocating the new shares to the relevant beneficiaries under the programme for the free allocation of shares to executives of the Bank and executive members of its Board of Directors proposed for approval under the preceding item of the agenda.

The above authorisations, proposed to be granted in order to facilitate the fastest possible and flexible raising of capital by the Bank in the future, shall be valid until 31 December 2026 and may be exercised by a single or multiple share capital increases/Board of Directors resolutions.

With regard to the proposed grant of authorisation to the Board of Directors to restrict or disapply the pre-emption rights of existing shareholders in a future share capital increase of the Bank through the issuance of new shares, pursuant to paragraph (a) above, it is noted that the option to disapply pre-emption rights is considered, under the present circumstances, to be justified and in the interest of the Bank, as:

- (i) it will facilitate the determination of the offer price of the new shares on the basis of procedures and practices that are internationally recognised and followed, as well as domestically, such as through a book-building process, and in any event in a transparent, rapid and competitive manner, thereby reducing the time between the commencement of the offering and the completion of the increase, noting, however, that such offer price shall not be less than the nominal value of the Bank's shares; and
- (ii) it will allow for the expansion of its shareholder base with a consequent improvement in the dispersion and tradability (free float) of the share that is expected to be achieved.

It is noted that, in the event of a future share capital increase to be resolved by the Board of Directors on the basis of the authorisation requested from the Extraordinary General Meeting:

- (i) to the extent that the Hellenic Corporation of Assets and Participations (HCAP) decides to participate, in addition to the matters referred to in paragraph (ii) below, the relevant provisions of Law 3864/2010, as in force from time to time, shall also apply; and
- (ii) specifically for the existing shareholders of the Bank, if the disapplication of pre-emption rights is resolved, the Board of Directors shall consider the preferential allocation of the shares to be issued up to the maintenance of their percentage in the share capital of the Bank, as at the record date to be determined, in the event of their participation in a share capital increase on the basis of the above.

ITEM No.3: Announcement of the election of a member of the Board of Directors to replace a resigned member pursuant to Article 82 paragraph 1 of Law 4548/2018.

It is announced to the General Meeting pursuant to Article 82 paragraph 1 of Law 4548/2018 that the Board of Directors, at its meeting of 30 October 2025, unanimously approved the election of Ms. Aphrodite Sevasti as a new member of the Board of Directors and her appointment as a Non-Executive Member of the Board of Directors, in replacement of the resigned non-executive member Mr. D. Doxakis, following the determination by the Corporate Governance, Nominations, Human Resources & Remuneration Committee that the above member satisfies the fitness and propriety criteria provided for in the Nomination Policy for Candidate Members of the Board of Directors of the Bank, and that the requirements of the law regarding adequate gender representation on the Board of Directors and the number of independent members of the Board of Directors are complied with. The above member assumed her duties on 15 December 2025 in compliance with the supervisory fitness and propriety assessment obligations.

ITEM No.4: Other Matters – Announcements.

The Chairman of the Board of Directors

Konstantinos Herodotou