

CORPORATE GOVERNANCE STATEMENT 2019

1. Corporate Governance Code and Practices

In compliance with the Greek legislation as well as with the Bank's contractual obligations to the Hellenic Financial Stability Fund (HFSF) and based on the international best practices on corporate governance, Eurobank Ergasias S.A. (Bank or Eurobank), has adopted and implements a Corporate Governance Code (Code), which describes its basic corporate governance principles. The Code and relevant corporate governance practices are available on the Bank's website (www.eurobank.gr).

2. Board of Directors¹

2.1 General

The Bank is headed by a Board of Directors (Board or BoD) which is collectively responsible for the long-term success of the Bank. The Board exercises its responsibilities effectively and in accordance with the Greek legislation, international best practices and the Bank's contractual obligations to the HFSF under the Relationship Framework Agreement (RFA) signed between the Bank and the HFSF.

The Board's role is to provide entrepreneurial leadership to the Bank and its subsidiaries (collectively the "Group") within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board sets the Group's strategic goals, ensures that the necessary financial and human resources are in place for the Group to meet its objectives and reviews management performance. The Board sets the Group's values and standards and ensures that its obligations to its shareholders and others are understood and met. All Directors must act in what they consider to be the best interests of the Group, consistent with their statutory duties.

2.2 Composition of the Board

The members of the Board are elected by the Bank's General Meeting which also determines the exact number of the directors, within the limits of the Law and of the Bank's Articles of Association, their term of office and designates the independent non-executive directors. The current Board, as of the date of approval of the here-in Statement, consists of thirteen (13) Directors of whom, four (4) executives, three (3) non-executives, five (5) independent non-executives and one (1) representative of the HFSF, who has been appointed (as non-executive Director) in accordance with relevant legal requirements.

Following the decision of the Chairman of Eurobank's BoD Mr. Nikolaos Karamouzis to step down from the position of the Chairman and member of Eurobank's BoD at the end of March 2019, the BoD at its meetings held in March 29th and April 1st, 2019, appointed Mr. Georgios Zantias as the new Chairman of the Bank's BoD, non-executive member, in replacement and for an equal term to the remaining term of the stepping down member.

In addition, following the resignation of Ms. Lucrezia Reichlin, effective as of April 1st, 2019, the BoD of the Bank decided, on the same day, the non-replacement of the resigned BoD member and the continuation of the management and representation of the Bank by the BoD without her replacement.

The Extraordinary General Meeting of the Shareholders of the Bank (EGM) held on 5 April 2019 was informed of the appointment by the BoD of Mr. Georgios Zantias in replacement of Mr. Nikolaos Karamouzis and also elected Mr. Nikolaos Bertzos as new independent non-executive member of the Bank's BoD, whose term of office will expire concurrently with the term of office of the other members of the BoD. Furthermore, in the context of the merger between Eurobank and Grivalia Properties REIC (Grivalia) the EGM was also informed that following the assessment by the Bank's Nomination Committee, the BoD ascertained that Mr. Bradley Paul L. Martin, a non-executive Independent Director of Eurobank's BoD, post-merger does not fulfil the relevant independence criteria under the applicable national and European legal and regulatory framework and therefore was informed of the change of his status (from non-executive Independent member to non-executive member of the Bank's BoD). Same day (5 April 2019), the BoD decided on its constitution, on the appointment of the Chief Executive Officer and the Deputy Chief Executive Officers and on the determination of its executive and non-executive Directors, where Mr. Georgios Chryssikos previously non-executive director of Eurobank was appointed as Vice Chairman of the Bank's BoD, non-executive member.

Finally the BoD a) by its decision dated 31 July 2019, appointed Mr. Konstantinos Angelopoulos as the new representative of the HFSF to Eurobank's BoD in replacement of the resigned Ms. Aikaterini Beritsi and b) by its decision dated 16 December 2019, appointed Mr. Dimitrios Miskou as the new representative of the HFSF to Eurobank's BoD in replacement of Mr. Konstantinos Angelopoulos. Both appointments were effected according to the provisions of Law 3864/2010 and the Relationship Framework Agreement signed between Eurobank and HFSF. The appointment of both BoD members was announced at the Extraordinary General Meeting of the Shareholders of the Bank, held on 31 January 2020.

The Board as of the date of the approval of the Report of the Directors consists of the following members:

¹ Information regarding the Board's composition is included in note 48 of the consolidated accounts and short biographical details of its members may be found at the bank's website (www.eurobank.gr).

| | | First appointment | End of Term |
|---------------------------|---|--------------------------|--------------------|
| Georgios P. Zanias | Chairperson, Non-Executive Director | March 2019 | 2021 |
| Georgios K. Chryssikos | Vice-Chairperson, Non-Executive Director | Jun. 2014 | 2021 |
| Fokion C. Karavias | Chief Executive Officer | Jun. 2014 | 2021 |
| Stavros E. Ioannou | Deputy Chief Executive Officer | Apr. 2015 | 2021 |
| Theodoros A. Kalantonis | Deputy Chief Executive Officer | Apr. 2015 | 2021 |
| Konstantinos V. Vassiliou | Deputy Chief Executive Officer | July 2018 | 2021 |
| Bradley Paul L. Martin | Non-Executive Director | Jun. 2014 | 2021 |
| Nikolaos A. Bertzos | Non-Executive Independent Director | April 2019 | 2021 |
| Richard P. Boucher | Non-Executive Independent Director | Jan. 2017 | 2021 |
| Rajeev K. L. Kakar | Non-Executive Independent Director | July 2018 | 2021 |
| Jawaid A. Mirza | Non-Executive Independent Director | Jun. 2016 | 2021 |
| George E. Myhal | Non-Executive Independent Director | Oct. 2016 | 2021 |
| Dimitrios C. Miskou | Non-Executive Director, HFSF Representative | Dec. 2019 | 2021 |

There are no restrictions in the re-election and cessation of Directors in the Bank's Articles of Association. In any case of members whose membership has lapsed, the Board is entitled to continue the management and representation of the Bank, without being obliged to replace the lapsed members, provided that the number of the remaining members exceeds half of the number of the members prior to the event that led to the lapse of their membership and, in any case, is not less than three (3).

According to the Bank's Articles of Association, the Board may consist of three (3) to twenty (20) members², while, under the RFA, this range has been specifically set to be between seven (7) and fifteen (15) members (including the representative of the HFSF). In addition, according to the RFA, (a) the number of the Board's members must always be odd, (b) the majority of the directors must be non-executive members with at least half of the non-executive members (rounded to the nearest integer) and in any case not less than three (3) (excluding the representative of the HFSF), being independent non-executive members in accordance with the provisions of Law 3016/2002 on corporate governance and the European Commission Recommendation 2005/162/EC and (c) the Board should include at least two (2) executive members. For any differentiations from RFA's provisions the HFSF's prior consent should be received. Furthermore, according to the HFSF corporate governance review criteria developed as per the relevant provisions of Law 3864/2010, the target size of the Board should be up to thirteen (13) members.

2.3 Provisions of Law 3864/2010, as in force, regarding the composition of the Board

Law 3864/2010, as in force, has introduced certain minimum requirements with respect to the size, the structure and the members of the Board and the Board Committees of the credit institutions whose corporate governance framework may be assessed by the HFSF according to the relevant provisions of Law 3864/2010. In particular, Board members must (i) have a minimum of ten years of experience as senior executives in banking, auditing, risk management or management of risk-bearing assets, with three years of experience, with respect to the non-executive members, as board members of a credit institution, a financial sector enterprise or an international financial institution, (ii) not serve or have been entrusted during the last four years with prominent public functions, such as heads of state or of government, senior politicians, senior government, judicial or military officials or prominent positions as senior executives of state owned corporations or political party officials, and (iii) have declared any economic connections with the credit institution prior to their appointment. In addition, the Board must comprise at least: (i) three experts as independent non-executive directors, with sufficient knowledge and international experience of at least 15 years with financial institutions of which at least three years as members of an international banking group which is not active in the Greek market unrelated to any Greek credit institution during the past decade, which shall chair all board committees, and (ii) one member with at least five years of international

² The Extraordinary General Meeting of Eurobank's Shareholders held on 31.01.2020, resolved among others, on the approval of the amendment of the Articles of Association of Eurobank, with amendment, addition and renumbering of its articles, aiming inter alia to its harmonization with Law 4548/2018. In this framework, the new Articles of Association provide that "*The Company is governed by a Board of Directors consisting of a minimum of three (3) and a maximum of fifteen (15) members, elected by the General Meeting, also determining their term of office, which must not exceed the maximum term of office provided by law.*" It is noted that the new Articles of Association will become effective after the completion of the demerger of Eurobank through its banking sector's hive down, as this was approved by the aforementioned Extraordinary General Meeting.

experience and specialisation in risk or NPL management, who shall be responsible for NPL management at board level and shall chair any special board committee for NPL management, which regarding the Bank, HFSF, after consultation with European Central Bank (ECB) and Single Supervisory Mechanism (SSM), acknowledged that such committee is the Board Risk Committee. Furthermore, and based on the provisions of article 10, par. 6 of Law 3864/2010, the HFSF with the assistance of an independent consultant has developed additional criteria as to the eligibility of individual Board members.

2.4 HFSF's rights according to Law 3864/2010 and the RFA

According to the Law 3864/2010 the HFSF for the realization of its objectives and the exercise of its rights a) determines the framework of the RFA or of the amended RFA, as the case may be, with all credit institutions that are or have been beneficiaries of financial assistance provided by the European Financial Stability Fund (EFSF) or the European Stability Mechanism (ESM) and b) the credit institutions should sign the mentioned RFA. In this context, a new RFA was signed between the Bank and the HFSF on 4.12.2015 with immediate effect, replacing the previous one dated 26.8.2014.

The RFA, signed between the Bank and the HFSF on 4.12.2015, regulates, among others, (a) the corporate governance of the Bank, (b) the Restructuring Plan³ and its monitoring, (c) the monitoring of the implementation of the Bank's Non-Performing Loans (NPL) management framework and of the Bank's performance on NPL resolution. Furthermore it deals with (d) the Material Obligations and the switch to full voting rights, (e) the monitoring of Bank's actual risk profile against the approved Risk and Capital Strategy, (f) the HFSF's prior written consent for the Bank's Group Risk and Capital Strategy and for the Bank's Group Strategy, Policy and Governance regarding the management of its arrears and non-performing loans and any amendment, extension, revision or deviation thereof, and (g) the duties, rights and obligations of HFSF's Representative in the Board.

According to the RFA provisions, HFSF appoints its Representative by a simple written notice addressed to the Chairperson of the Board. The Board shall immediately approve his/her appointment and take all necessary actions according the Bank's Articles of Association and Company Law 4548/2018 for the completion of this appointment, including the required notification to the General Meeting. In case such appointment exceeds the number of the elected Board members by the General Meeting or goes beyond the maximum number of members of which, according to the Bank's Articles of Association, may be elected in its Board, the Bank should immediately convene an Extraordinary General Meeting for the election of the new member in the Board and proceed if necessary, with a relevant amendment to its Articles of Association for the increase of the number of the Board's members in the Board.

Furthermore, according to the RFA provisions, HFSF is entitled to appoint one Observer in the Bank's Board, who has no voting rights in the Board. HFSF appoints its Observer or his/her replacement by a simple written request addressed to the Chairperson of the Board. His/her appointment is completed immediately from the receipt by the Bank of the said written request with no further procedures to be required. The Observer is HFSF's portfolio manager acting as the contact person with the Bank and explicitly charged with the monitoring of the Bank.

Regarding the Board operations, the HFSF's Representative has the right to: a) request the convocation of the Board, b) add items on its agenda, c) request the postponement of a Board meeting for three (3) business days so as to receive directions from the HFSF's Executive Board, d) veto any resolution of the Board (i) related to dividend distributions and the remuneration policy and the additional compensation (bonus) of Board members, of General Managers or of those to whom the duties of a General Manager have been assigned as well as of their deputies, (ii) that may jeopardise depositors' interests or seriously impact the liquidity or the solvability or in general the prudent and concise operation of the Bank (such as business strategy, asset/liability management etc), (iii) concerning corporate actions resulting in the amendment of the Bank's Articles of Association, including the increase or reduction of the capital or the corresponding authorization to the Board, the mergers, divisions, conversions, revivals, extension of term or dissolution of the Bank, the transfer of assets, including the sale of subsidiaries, or for any other issue requiring increased majority as provided for in Company Law 4548/2018 which may materially impact HFSF's participation in the Bank's share capital, e) approve the Bank's Chief Financial Officer.

HFSF is entitled to review the Bank's annual Board and the Board Committees' self-assessment for the purpose of identifying weaknesses and improving working methods and effectiveness as well to perform its own evaluation of the corporate governance arrangements of the Board and its Committees, with the assistance of independent consultants of international reputation and established experience and expertise, in accordance with the article 10 of Law 3864/2010. This review will be in line with prudent international practices by applying criteria that go beyond supervisory fit and proper requirements.

2.5 Division of responsibilities

There is a clear division of responsibilities at the head of the Bank between the proper operation of the Board and the day-to-day management and control of the Bank's business. The roles of Chairperson and CEO are not exercised by the same person.

The Executive Directors have responsibility for the day-to-day management and control of the Group and the implementation of its strategy. The non-Executive Directors are responsible for the overall promotion and safeguarding of the Bank's

³ As per Eurobank's Restructuring Plan approved by the European Commission on 26 November 2015, the end of the restructuring period was the 31st December 2018.

interests, constructively challenge and help develop proposals on strategy and approve, revise and oversee the implementation of the remuneration policy both at Bank and Group level. The Independent non-Executive Directors have the duty, if they consider it necessary; to submit each one of them or jointly to the General Meeting their own reports other than those of the Board on a specific subject.

2.6 Operation of the Board

The Chairperson of the Board chairs the Board and ensures its effectiveness on all aspects of its role. He is non-executive and does not serve as Chairperson of either the Board Risk or the Audit Committees. The CEO is accountable for and manages strategy development and implementation in line with the vision of the Bank. He is responsible for leading the organisation to the achievement of its objectives.

The Board meets regularly every quarter and on an ad hoc basis, whenever the law or the Bank's needs necessitate it, given at least two (2) business days' notice or at least five (5) business days' notice, if the meeting is held outside the Bank's registered office, as per Company Law 4548/2018 provisions. The invitation must also mention with clarity the agenda subjects, otherwise a decision is taken only when all members of the Board are present or represented and nobody objects to the convocation of the meeting and to the taking of decisions. In addition, according to the RFA provisions the Board informs the HFSF's Representative and the Observer on the activities and the decisions of the Board and to that end it shall notify to them the agenda together with the relevant supporting material at least three (3) business days prior to the Board meeting, otherwise, unless an emergency case unforeseeable by the Bank exists, the HFSF Representative is entitled to request a postponement of the Board meeting which shall be resumed the earliest after three (3) business days, provided that the aforementioned documents are provided to him/her on time. In case where an item on the agenda requires, as per RFA provisions, the prior HFSF consent, the Bank should not submit it for approval to the Board before HFSF consent is granted, unless otherwise agreed between the Bank and HFSF. For urgent matters, the Board may approve matters subject to subsequent HFSF consent.

The Board is considered to be in quorum and meets validly when at least half plus one of its members are present or represented. The number of the present or represented members is not allowed to be less than three (3). For defining the quorum any resulting fraction is omitted. Decisions of the Board are taken by absolute majority of the Directors that are present or represented. In case of parity of votes, the vote of the Chairperson of the Board does not prevail. During 2019 the Board held twenty-seven (27) meetings (2018: 21) and the average ratio of the Directors attendance was 97% (2018: 97%). Submissions to the Board are normally circulated together with the agenda. Decisions are taken following discussions which exhaust the agenda items to the satisfaction of all Directors present. Board meetings minutes are kept by the Secretary of the Board, are approved at subsequent Board meetings and signed by all Directors present. The RFA provides for, on an individual basis, compulsory attendance of Board members of at least 85%. Each member may miss up to 15% of individual meetings if a valid excuse is provided. Finally, the drawing up and signing of minutes by all the members of the Board of Directors or their representatives is equal to a decision of the Board of Directors, even if no meeting has preceded.

2.7 Directorships of Board members

The number of directorships which may be held by the Board members at the same time comply with the provisions of Law 4261/2014 (art. 83), according to which the Directors shall not hold more than one (1) of the following combinations of directorships at the same time: a) one (1) executive directorship with two (2) non-executive directorships; and b) four (4) non-executive directorships. This restriction is not applied to directorships within the Group. Bank of Greece (BoG) as the competent authority may authorize Board members to hold one (1) additional non-executive directorship. Based on their declared information, all members are compliant with the provisions of Law 4261/2014.

2.8 Conflict of interest

The Group, based on the "Conflict of Interest Policy and Rules for Personal Transactions" has adopted a series of Policies, measures and procedures that must be followed in order to prevent and manage conflict of interest situations, as encountered in the provision of investment or ancillary services to its clients and in the general business activities of the Group.

To avoid situations of conflicting duties, each company within the Group, segregates the executive and supervisory responsibilities of the members of the Board of Directors, including the division of the responsibilities of the Chairperson of the Board of Directors with the executive responsibilities of the Managing Director. More specifically, by adopting appropriate procedures, effective segregation of duties is ensured, so as to avoid cases of incompatible roles, conflict of interests between the members of the Board of Directors, Management and Executives, but also between the aforementioned and those of the Bank and its transacting parties, as well as the unlawful use of inside information or assets.

The Board members:

- must comply with the high standards and principles of professional ethics in the performance of their duties, apply the principles of the "Conflict of Interest Policy and Rules for Personal Transactions" and refrain from any activity or conduct that is inconsistent with it.
- according to article 97 par. 1 of Company Law 4548/2018, are prohibited from pursuing personal interests that run counter to the interests of the Bank (or the Group) and must timely and adequately disclose to the other members of the Board of Directors of any personal/own interests that may arise from the Bank's transactions which fall within their line

of responsibility, as well as any other potential, perceived or actual conflict of interests that may exist between Eurobank or its affiliated undertakings (under article 32 of Greek Law 4308/2014) and themselves. Furthermore they have to disclose to the other members of the Board any conflict of interests between Eurobank and their associated parties under article 99 par. 2 of the Company Law 4548/2018. Adequate disclosure on behalf of the Board members, as per the above, is considered the one that includes a description of both the transaction and the own interests.

- must ensure the privacy and the confidentiality of non-publicly available information and refrain from behaviors that would constitute market abuse and conflict of interest.

2.9 Remuneration

The remuneration governance of the Bank is consisted by the Remuneration Policy and the Eurobank Directors' & General Managers' Remuneration Policy. The Bank's Remuneration Policy promotes sound and effective risk management and is consistent with the objectives of the Bank's business and risk strategy, corporate culture and values, long term interests of the Bank and the measures used to avoid conflicts of interest and should not encourage excessive risk-taking on behalf of the Bank. The Eurobank Directors' & General Managers' Remuneration Policy describes the key components and considerations of the remuneration framework for the Bank's BoD and the General Managers of the Bank as per the requirements of Company Law 4548/2018. The 2019 Board and key management remuneration disclosure is included in note 46 of the consolidated accounts. In addition, in compliance with the provisions of the Company Law 4548/2018 and in order to ensure adequate transparency to the market of the remuneration structures and the associated risks, the Bank discloses in its website www.eurobank.gr, the Eurobank Directors' & General Managers' Remuneration Policy as well as detailed information on the remuneration policies, practices and, for confidentiality reasons, aggregated amounts for those members of staff whose professional activities have a material impact on the risk profile of the Bank, and publishes accordingly all information as per current legislation.

2.10 Main issues the Board dealt with during 2019

In discharging its responsibilities for 2019 the main issues the Board dealt with related to:

a) Governance:

- election of new Board members and approval of Board Committees' composition,
- preparation and convocation of the Bank's Shareholders General Meetings,
- annual evaluation of the Board and the Board Committees,
- CEO's performance evaluation
- approval of the revised External Engagements Policy and the revised Separation Policy, the revised AML/CFT and Sanctions Policy as well as of the Related Party Transactions Policy,
- approval of the Remuneration Policy for Eurobank's Directors and General Managers (L. 4548/2018) and further submission for approval by the Bank's Annual General Meeting,
- approval of the updated Internal Governance Control Manual,
- review Senior Executives succession plan,
- approval of the revised Terms of Reference of the Nomination Committee and of the Remuneration Committee,
- approval of the bank's Corporate Governance Code and Practices,
- regular update on Board Committees' matters,
- various remuneration issues.

b) Corporate and other actions:

approved the following:

- an agreement with the HFSF in view of the completion of the Bank's transformation plan consisting of the merger with Grivalia and the Non Performing Exposure (NPE) reduction Acceleration Plan,
- the necessary actions for the conclusion of the merger by absorption of Grivalia,
- the Service Level Agreement with the Grivalia Management Company,
- the hive down of the banking sector of the Bank with the establishment of a new company pursuant to the relevant legal provisions,
- the signing of binding agreements for the sale of 80% of its subsidiary Eurobank Financial Planning Services (FPS) and the sale of a portion of the Mezzanine and Junior Securitization Notes of the €7.5 billion multi-asset Non-Performing Exposures (NPE) Securitization,
- the provision of guarantees by the Hellenic Republic addressed to the European Investment Bank ("EIB") in favour of the Bank, related to the granting of loans from EIB to the Bank,
- the acquisition and sale of real estate assets.

c) Capital adequacy:

- approval of the 2019 Internal Capital & Liquidity Adequacy Assessment Process (ICAAP & ILAAP 2019),
- approval of the securitization of the Bank's receivables from portfolios of business and other loans.

d) Business monitoring:

- approval of the 2018 annual financial statements and the 2019 interim financial statements,
- approval of the annual budget 2019 and the 3-Years Business Plan for the period 2019-2021,
- review and discussion of the Annual Budget 2020 and the 3-Years Business Plan for the period 2020-2022,

- approval of the Group's NPE Targets for the period 2019-2021 and the NPE management Strategy (SSM targets),
- update on significant subsidiaries activities and strategic priorities,
- review of business developments and liquidity.

e) Risk Management and Internal Control:

- briefing on the assessment on Internal Audit Group and Group Compliance annual regulatory reports,
- update on significant audit issues
- approval of Group Risk and Capital Strategy and Risk Appetite Statements,
- update on the Group Chief Risk Officer's Annual Report for the year 2018,
- update on TAG report and Group Chief Risk Officer's opinion thereof,
- update on credit related issues through various reports
- approval of the 2018 consolidated Pillar 3 Report (capital and risk management disclosures),
- regular briefing on Risk and Audit Committees matters,
- update on the 2018 Annual Activity Report of the Audit Committee,
- approval of new or revised policies as per the legal or regulatory framework and internal processes,
- approval of the Group Recovery Plan.

2.11 Evaluation of the Board's structure, size, composition and performance

The Nomination Committee in discharging its responsibility for the annual assessment of the structure, size, composition and performance of the Board, assisted by an independent external expert on corporate governance, proceeded with the Board's evaluation for 2019.

In accordance with the Bank's Board and Board Committees Evaluation Policy, 2019 Board evaluation covered the following areas:

- Board's performance in setting and monitoring strategy (including the business plan),
- Board's performance in overseeing, engaging with, evaluating, incentivizing and retaining key management personnel,
- Board's performance in overseeing risk management and internal control,
- adequacy of the Board's profile and composition,
- adequacy of Board dynamics and functioning,
- role and performance of the Board Chairperson,
- adequacy of Board secretarial support,
- effectiveness of Board Committees.

Overall the evaluation concluded that the Board continued to function effectively in 2019 as in 2018, Improvement was noted in the areas of "Role of the Chairman", Relationship with Management", "Board Functioning and Dynamics" and "Strategy", while " Human Resources and Remuneration" although showed an improvement still remains the lowest ranked area. In the context of the Board's evaluation, the Board is also called to approve an action plan as proposed by the Nomination Committee, to further strengthen the assessed areas.

2.12 Directors' Induction and Continuous Professional Development Process

The new Board members appointed during 2019 have received a full and formal Induction Program whose main objectives were to (a) communicate the Bank's vision and culture, (b) communicate practical procedural duties, (c) reduce the time taken for them to become productive in their duties, d) assimilate them as welcomed members of the Board, e) become familiar with the Bank's organizational structure and f) give them an understanding of Bank's business and strategy and the markets in which it operates, a link with the Bank's people and an understanding of its main relationships. Also, the new Board members, upon their appointment received a Manual of Obligations towards Supervisory Authorities and the Bank, aiming to inform them on their main obligations under the local regulations and the Board's procedures, while meetings and presentations were arranged with the Bank's Key Executives, in order for the new Directors to acquire a real overview of the Bank.

Furthermore, given that the Bank acknowledges the need to provide resources for developing and refreshing the knowledge and skills of the Directors, during 2019 and in the framework of its Continuous Professional Development program, all the Board members a) participated in training sessions which covered various areas such as the supervisory priorities of the ECB in 2019, the credit underwriting criteria and exposure quality, the future of risk management and matters regarding Anti-Money Laundering (AML), Counter-Terrorism Financing (CFT) and sanctions, b) received regular updates, including reports and presentations, from senior management regarding the operations and strategic targets of business units, c) were updated on a regular basis on risk, audit, compliance, financial, human resources, legal and regulatory issues, and d) received regular and ad-hoc research and economic bulletins prepared by Eurobank's Economic Analysis and Financial Markets Research Division.

3. Board Committees

The Board is assisted in carrying out its duties by Board Committees. The Board delegates some of its responsibilities to such Board Committees and approves their mandate and composition, save for the composition of the Audit Committee whose members are appointed by the General Meeting. The Board receives regular and ad hoc reports from the Audit Committee, Board Risk Committee, Nomination Committee, Remuneration Committee and Strategic Planning Committee, and assesses their performance as per the provisions of the Bank's Board and Board Committees Evaluation Policy. According to the RFA, the HFSF appoints its Representative as well as its Observer (who has no voting rights in the Board's Committees) or replaces them with a written request addressed to the Chairperson of the Board and their appointment is completed immediately from the receipt by the Bank of the HFSF's written request and no further procedures are required. HFSF provided its consent to the Bank's request to exclude the Strategic Planning Committee from the RFA provisions regarding the appointment of its representative and observer to all Board Committees. Pursuant to the RFA, the HFSF Representative has the right to participate in, request the convocation of, and include items on the agendas of, the Audit Committee, Board Risk Committee, Remuneration Committee and Nomination Committee. In addition, HFSF is entitled to the assistance by an independent consultant of international reputation and established experience and expertise, to perform its own evaluation of the Board Committees, in accordance with the article 10 of L. 3864/2010 as in force.

According to the RFA provisions, the members of the Audit, Board Risk, Remuneration and Nomination Committees should be at least three (3) and should not exceed 40% (rounded to the nearest integer) of the total number of Board members, excluding the representative of the HFSF. The Committees' Chairpersons should be independent non-executive members and shall meet the requirements provided for in Law 3864/2010. The Committees' members should be non-executives with the majority of them, excluding the representative of the HFSF, independent non-executives, except for the Audit and Board Risk Committees where 75% and 1/3, respectively, of their members (excluding the representative of the HFSF and rounded to the nearest integer) should be independent non-executives. For any deviations from the RFA provisions, the prior consent of HFSF should be received.

3.1 Audit Committee⁴

The primary function of the Audit Committee (AC) is to assist the Board in discharging its oversight responsibilities primarily relating to:

- the review of the adequacy of the Internal Control and Risk Management systems and the compliance with rules and regulations monitoring process,
- the review of the financial reporting process and satisfaction as to the integrity of the Bank's Financial Statements,
- the External Auditors' selection, performance and independence,
- the effectiveness and performance of the Internal Audit and of the Compliance function.

The Shareholders' General Meeting appoints the Audit Committee members upon the Board's proposal to the General Meeting, following the recommendation of the Nomination Committee to the Board. The tenure of the Committee members coincides with the tenure of the Bank's Board, with the option to renew their appointment, but in any case the service in the Committee should not be more than twelve (12) years in total. The Chairperson of the Committee is appointed by the members of the Committee or by the Shareholders' General Meeting, while the Committee's members may also appoint a Vice Chairperson. The appointment of the Chairperson and the Vice-Chairperson shall go through the Nomination Committee's proposal process and approved by the Board. The current Audit Committee consists of five (5) non-executive Directors, three (3) of whom are independent, including the Chairperson. One (1) of the Audit Committee members is the HFSF Representative. The HFSF appointed an Observer in the Audit Committee, in line with the requirements of the RFA.

All AC members have sufficient knowledge in the field of Eurobank's activity and the necessary skills and experience to carry out its duties, The Chairman of the Audit Committee and the Chairman of the BRC, who is also appointed as member of the Audit Committee, are the appointed financial/audit/risk expert members.

The Audit Committee meets at least eight (8) times per year or more frequently, as circumstances require, reports to the Board on a quarterly basis on its activities, submits the minutes of its meetings to the Board and submits annually an Activity Report of the Audit Committee to the Board. The Audit Committee's meeting is in quorum and meets validly when half of its members plus one are present or represented, provided that at least three (3), including the Chairperson or the Vice Chairperson, are present. Each member of the Committee may validly represent only one of the other Committee members. Representation in the Committee may not be entrusted to persons other than the members thereof. The Audit Committee resolutions are validly taken by an absolute majority of the members who are present and represented. In case of a tie of votes, the Chairperson and in case of his/her absence the Vice Chairperson has the casting vote. The Board is informed whenever a decision of the Audit Committee is not reached unanimously. During 2019 the Audit Committee held twelve (12) meetings (2018: 13) and the average ratio of attendance was 88% (2018: 94%).

The Audit Committee appoints its Secretary, who reports to the Group Company Secretariat and cooperates with the Chairperson of the Committee. The Secretary is responsible to minute the proceedings and decisions of all Audit Committees' meetings, including the names of those present and in attendance and the action plans and follow ups for

⁴ Information regarding the Committee's main duties and responsibilities as well as composition are included in the Bank's Code. Additionally, information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

assignments, as well as for the issuance of extracts. Decisions, actions and follow ups are disseminated to the Bank's responsible Units, as required.

The Audit Committee's Terms of Reference (ToR) are reviewed every two (2) years and revised if necessary, unless significant changes necessitate earlier revision (last review performed in July 2017). The ToR are approved by the Board. The Committee's performance is evaluated annually according to the provisions of the Board and Board Committees Evaluation Policy of the Bank. According to the Committee's 2019 self-evaluation it was determined that the Committee continues to function effectively, including the areas of leadership, good planning and scheduling of the meetings as well as effective coordination with the Board Risk Committee, while Anti-Money Laundering (AML), IT and Compliance issues are areas of continuous focus.

For 2019 the Audit Committee has, amongst others:

- reviewed and discussed reports with information relating to the System of Internal Controls, including quarterly reports from Internal Audit Group, Compliance, Operational Risk Sector, Clients Relations Office, etc.,
- ensured that an annual evaluation of the System of Internal Controls has been performed, by the Internal Audit Group for the year 2018. Results are documented in the latter's report of the System of Internal Controls. The Audit Committee has prepared its own assessment report on Internal Audit Group's evaluation. The reports were submitted to the Board in May and in June 2019 respectively, and subsequently to the BoG in line with the BoG Act 2577/2006 requirements,
- focused particularly on the AML function and reviewed the annual Group Compliance Sector's reports over AML and compliance activities of the Bank for the year 2018, and prepared its own assessment report thereon. The reports were submitted to the Board and the BoG in March, in May and in June 2019, in line with the BoG Governors Act 2577/2006 and Decision 281/2009 requirements,
- reviewed and approved the updated AML Policy,
- discussed with Management, Internal Audit and External Auditors issues relating to the financial results,
- reviewed and cleared the financial statements and other financial reports and trading updates prior to their release,
- discussed with Management the implementation of corrective actions to recommendations made by Internal and External Auditors and Regulatory Authorities,
- discussed with the Audit Committee Chairpersons of Eurobank Cyprus, Eurobank Private Bank Luxembourg and Eurobank Serbia the key audit issues of the International Subsidiaries,
- assessed the effectiveness of the External Auditors, their objectivity and independence, discussed results with Management and Internal Audit and communicated final results to the Board and to the External Auditors,
- assessed the performance of the Head of Internal Audit and the Head of Group Compliance Sector,
- approved the remuneration of External Auditors and approved in line with the External Auditor's Independence Policy non-audit services provided in 2019,
- approved the annual Plans of Internal Audit Group and of Group Compliance and monitored their progress,
- approved changes to the memberships of the Audit Committees of the subsidiaries, as required, and reviewed their Activity Reports,
- received updates on the progress of the Annual Budget,
- in accordance with the provisions of Law 2533/1997, the Audit Committee reviewed reports on substantial stock transactions performed by the Bank's Directors and General Managers which meet the criteria set in Law 2533/1997 and notified the Board,
- reviewed and proposed to the Board for approval the Bank's Internal Governance Control Manual.

3.2 Board Risk Committee⁵

The Board Risk Committee's (BRC) purpose is to assist the Board in the following risk-related issues:

- to ensure that the Group has a well-defined risk strategy and risk appetite in line with its business plan, and that the risk appetite is articulated in a set of qualitative and quantitative statements and risk tolerance levels for all relevant risks,
- to ensure that the Group has developed an appropriate risk management framework which is embedded in the decision making process (e.g. products and services introduction, risk adjusted pricing, internal risk models, risk adjusted performance measures and capital allocation) throughout the Bank and its subsidiaries,
- to define the Group risk management principles and ensure that the Bank has the appropriate methodologies, modeling tools, data sources and sufficient and competent staff to identify, assess, monitor and mitigate risks,
- to review and assess, at least on a monthly basis, the Bank's and Group's risk profile and effectiveness of its risk management policies and advise the Board accordingly (this review is supported by the Management Risk Committee (MRC) regular reporting, including aspects of operational risk),
- to ensure that appropriate stress tests are performed, at least on an annual basis, in relation to all major Group risks,
- to review and approve the Bank's internal risk models development (framework, policies, etc.) as well as regularly monitor internal risk models results, including validation and back testing,
- to review and approve the Bank's Internal Ratings Based (IRB) rating systems and estimation processes including IRB roll-out plan status and progress report, as well as monitor and report differences between the realized and expected default rates,
- to maintain a sound and effective overall architecture for the implementation of the Internal Capital Adequacy Assessment Process (ICAAP) and the Internal Liquidity Adequacy Assessment Process (ILAAP), ensuring that the ICAAP and the ILAAP are integral parts of the Bank's overall management framework,

⁵ Information regarding the Committee's main duties and responsibilities are included in the Bank's Code. Additionally, information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

- to provide its assessment of the capital adequacy and liquidity adequacy of the Group,
- to assess in compliance with the approved risk appetite and risk tolerance levels, the appropriateness of risk limits, the adequacy of provisions and, in general, the capital adequacy in relation to the risks undertaken by the Group, through, amongst others, the annual report prepared by the Group Risk Management General Division and relevant extract of the report prepared by the Internal Audit Division,
- to keep the Board and Audit Committee updated on relevant risk matters and recommend to the Board on an annual basis the future risk strategy and risk appetite,
- to provide oversight of, review and approve the Bank's Interest Rate Risk in Banking Book (IRRBB) framework, strategy, policies and processes.

The BRC members are appointed by the BoD, following the recommendation of the Nomination Committee, in accordance with the legal and regulatory framework where applicable. The Chairperson, qualifies as independent member with a solid experience in commercial banking and preferably risk and/or Non-Performing Exposures management and is familiar with the Greek and international regulatory framework. The appointment of the Chairperson and the Vice-Chairperson shall go through the Nomination Committee's proposal process and approved by the Board. The tenure of the BRC members coincides with the tenure of the Bank's Board, with the option to renew their appointment, but in any case the service in the BRC should not be more that twelve (12) years in total. The current BRC consists of five (5) non-executive Directors, three (3) of whom are independent Directors. One (1) of the BRC members is the HFSF Representative. The HFSF appointed an Observer in the BRC, in line with the requirements of the RFA.

The BRC meets at least on a monthly basis and) the Chairperson updates the BoD members on the material matters covered by the Committee during the previous period (if any) at the quarterly meetings of the BoD. Quorum requires the majority of members (half plus one) to be present or represented, provided that no less than three (3) Committee members, including the Chairperson or the Vice Chairperson, are present. Each member of the Committee may validly represent only one of the other Committee members. Representation in the Committee may not be entrusted to persons other than the members thereof. In determining the number of members for the quorum, fractions, if any, will not be counted. The BRC resolutions require a majority vote of the members who are present or represented. In case of a tie, the Chairperson and in case of his/her absence the Vice Chairperson has the casting vote. In case of non-unanimous decisions, the views of the minority are also minuted. The Board is informed of the BRC's minutes. Apart from the BRC members, the Audit Committee's members may also attend BRC sessions when common issues are discussed (i.e. on operational risk matters, on IT security and cyber risks). The Chairperson of the BRC may also invite to the meetings other executives of the Group or external advisors or experts, as deemed appropriate. During 2019 the BRC held thirteen (13) meetings (2018: 16) with 93% attendance (2018: 93%).

The BRC appoints its Secretary, who reports to the Group Company Secretariat and cooperates with the Chairperson of the Committee and the Group Chief Risk Officer ("GCRO"). The Secretary is responsible to minute the proceedings and resolutions of all BRC meetings, including the names of those present and in attendance and the action plans and follow ups for assignments, as well as for issuance of extracts. Decisions, actions and follow ups are disseminated to the Bank's responsible Units, as required.

BRC's Terms of Reference (ToR) are reviewed at least every two (2) years (last review performed in October 2018) and revised if necessary, unless significant changes in the role, responsibilities, organization and/or regulatory requirements necessitate earlier revision. The ToR are approved by the Board. The Committee's performance is evaluated annually according to the provisions of the Board and Board Committees Evaluation Policy of the Bank. According to the Committee's self-evaluation, it was determined that it continues to function effectively, including the areas of leadership and effective coordination with the Audit Committee, while continuous monitoring of NPLs as well as the shift to a growth agenda, well supported in terms of risk attitude and appetite, were noted.

For 2019 the BRC has, amongst others:

- monitored qualitative and quantitative aspects of credit, market, liquidity and operational risks,
- updated the Board on the adequacy of the risk management policy and risk appetite framework,
- recognized material risks, including the aforementioned risks,
- monitored the progress of the Bank's Transformation Program including the NPE reduction acceleration plan, the merger with Grivalia, the Pillar/Cairo securitisations and the FPS carve out project,
- monitored the progress of regulatory projects such as the New Definition of Default project, the Retail new origination application scorecards project, etc.
- approved, among others, the following regulatory and other reports, including risk policies and frameworks
 - NPE targets submission 2019-2021 and NPE Management Strategy
 - Internal Capital & Liquidity Adequacy Assessment processes (ICAAP/ILAAP) 2019:
 - Macroeconomic, liquidity and operational risk scenarios,
 - Pillar 2 results (economic perspective) and methodological assumptions
 - ICAAP Framework update
 - Capital Adequacy Statements , Liquidity Adequacy Statements
 - Group Risk and Capital Strategy and Risk Appetite Framework as well as Risk Appetite Statements
 - Minimum Requirement for Own Funds and Eligible Liabilities issuance plan, targets and Resolution planning priorities
 - Group Recovery Plan update

- Group CRO's Annual Risk report for 2018
- Operational Risk Appetite Framework and Statements
- Model Risk and Internal Validation framework
- New Market Risk policy
- IFRS9 accounting policies update
- Collateral Valuation Policy
- Unlikely to Pay Criteria policy update
- Policy for the treatment of Speculative Immovable Property Financing
- Reputational Risk Management Framework

3.3 Remuneration Committee⁶

The Board has delegated to the Remuneration Committee (RemCo) the responsibilities (a) to provide specialized and independent advice for matters relating to remuneration policy and its implementation at Bank and Group level and for the incentives created while managing risks, capital and liquidity, (b) to safeguard the proper exercise of its duties and responsibilities, the efficient alignment of the personnel's remuneration with the risks the Bank undertakes and manages and the required alignment between the Bank and the Group, and (c) to approve or propose for approval all exposures of Senior Executives⁷ and their relatives (spouses, children, siblings). The Non-Executive Directors have the responsibility to approve and periodically review Bank's remuneration policy and oversee its implementation both at Bank and Group level.

The implementation of the remuneration policy is in line with the provisions of Laws 3864/2010, 4261/2014 and Bank of Greece Governor's Act 2650/2012.

The RemCo members are appointed by the Board. The tenure of the RemCo members coincides with the tenure of the Bank's Board, with the option to renew their appointment, but in any case the service in RemCo should not be more than twelve (12) years in total. The current RemCo consists of four (4) non- executive Directors two (2) of whom are independent Directors, including the Chairperson. One (1) of the RemCo members is the HFSF Representative. The HFSF appointed an Observer in the RemCo, in line with the requirements of the RFA.

RemCo meets at least twice a year and minutes are kept. RemCo is in quorum and meets validly when half of its members plus one (1) are present or represented (fractions, if any, are not counted), provided that no less than three (3) members, including the Chairperson or the Vice Chairperson are present. Each member of RemCo may validly represent only one of the other RemCo members. Representation in RemCo may not be entrusted to persons other than the members thereof. RemCo's resolutions are validly taken by an absolute majority of the members who are present or represented. In case of a tie, the Chairperson and in case of his/her absence the Vice Chairperson of RemCo shall have the casting vote. In case of non-unanimous decisions, the views of the minority should also be minuted. The Board shall be informed whenever a decision of the Committee is not reached unanimously. During 2019 RemCo held seven (7) meetings (2018: 7) and the ratio of attendance was 93% (2018: 96%).

RemCo appoints its Secretary, who reports to the Group Company Secretariat and cooperates with the Chairperson of RemCo and the Group Human Resources Deputy General Manager. The Secretary is responsible to minute the proceedings and resolutions of all RemCo's meetings, including the names of those present and in attendance and the action plans and follow ups for assignments, as well as for issuance of extracts. Decisions, actions and follow ups are disseminated to the Bank's responsible Units, as required.

RemCo's Terms of Reference (ToR) are reviewed at least once every two (2) years (last review performed in January 2019) and revised if necessary, unless significant changes in the role, responsibilities, organization and/or regulatory requirements necessitate earlier revision. The ToR are approved by the Board. RemCo's performance is evaluated annually according to the provisions of the Board and Board Committees Evaluation Policy of the Bank. According to RemCo's self-evaluation, it was determined that RemCo continues to function effectively, including the area of leadership, while remuneration under the strict legal framework and the ability to retain talent are areas of focus for the RemCo in discharging its responsibilities.

For 2019, RemCo has amongst others:

- proposed to the BoD for approval the Remuneration Policy for Eurobank's Directors and General Managers (as per Company Law 4548/2018 requirements),
- reviewed the remuneration policy implementation at Bank and Group level,
- approved the Benefits Policy of the Bank and proposed to the Non-Executive Directors of the Bank for approval the revised Separation Policy,
- proposed to the Board for approval the Board and Board Committees' Fees 2019 for Directors of the Bank,
- approved Senior Executives' Remuneration,
- proposed to the Non-Executive Directors of the Bank for approval the CEO's Performance Evaluation for 2018 & CEO's Financial and Non-Financial objectives for 2019,
- reviewed the implementation of the Board and Board Committees' attendance policy,

⁶ Information regarding the Committee's main duties and responsibilities are included in the Bank's Code. Additionally, information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

⁷ Senior Executives are: Bank and Greek subsidiaries' BoD members, Executive Board (ExBo) members, Heads of Group Internal Audit, Group Compliance, Group Risk Management, as well as the Bank's General Managers, Heads of General Divisions and the direct reports to the Bank's BoD Chairman and the CEO.

- proposed to the Board for approval the revised RemCo ToR,
- approved the Remuneration Disclosures,
- discussed the review of the Remuneration Policy for the year 2017, conducted by Internal Audit Group.

3.4 Nomination Committee⁸

The Board has delegated to the Nomination Committee (NomCo) the responsibilities (a) to lead the process for Board and Board Committees appointments, (b) to identify, nominate and recommend candidates for appointment to the Board and (c) to consider matters related to the Board's adequacy, efficiency and effectiveness, and to the appointment, replacement and dismissal of all executives of the Bank at the level of General Manager and above, as well as Heads of General Divisions (senior executives). NomCo, in carrying out its duties, is accountable to the Board.

NomCo members are appointed by the Board. The tenure of NomCo members coincides with the tenure of the Board, with the option to renew their appointment, but in any case the service in NomCo should not be more than twelve (12) years in total. The current NomCo consists of six (6) non-executive Directors, three (3) of whom are independent Directors, including the Chairperson. The BoD Chairman is also a member of NomCo, while one (1) of the NomCo members is the HFSF Representative. The HFSF appointed an Observer in the NomCo, in line with the requirements of the RFA.

NomCo meets at least twice a year and minutes are kept. NomCo is in quorum and meets validly when half of its members plus one (1) are present or represented (fractions, if any, are not counted), provided that no less than three (3) members, including the Chairperson or the Vice Chairperson are present. Each member of NomCo may validly represent only one of the other NomCo members. Representation in the NomCo may not be entrusted to persons other than the members thereof. NomCo's resolutions are validly taken by an absolute majority of the members who are present or represented. In case of a tie, the Chairperson and in case of his/her absence the Vice Chairperson of NomCo shall have the casting vote. In case of non-unanimous decisions, the views of the minority should also be minuted. The Board shall be informed whenever a decision of the Committee is not reached unanimously. During 2019 NomCo held eight (8) meetings (2018: 9) and the average ratio of attendance was 93% (2018: 92%).

NomCo appoints its Secretary, who reports to the Group Company Secretariat and cooperates with the Chairperson of NomCo. The Secretary is responsible to minute the proceedings and resolutions of all NomCo's meetings, including the names of those present and in attendance and the action plans and follow ups for assignments, as well as for issuance of extracts. Decisions, actions and follow ups are disseminated to the Bank's responsible Units, as required.

NomCo's Terms of Reference (ToR) are reviewed at least once every two (2) years (last review performed in June 2019) and revised if necessary, unless significant changes in the role, responsibilities, organization and/or regulatory requirements necessitate earlier revision. The ToR are approved by the Board while NomCo's performance is evaluated annually according to the provisions of the Board and Board Committees Evaluation Policy of the Bank. According to NomCo's self-evaluation, it was determined that NomCo continues to function effectively, including the area of leadership. In addition, it was suggested that there should be more focus on the enhancement of succession planning.

For 2019, NomCo has amongst others:

- Discussed nomination issues pertaining to the merger with Grivalia and proposed to the BoD for approval the BoD and BoD Committees composition post-merger with Grivalia,
- proposed to the Board for approval the revised NomCo ToR,
- proposed to the BoD for approval the BoD and BoD Committees 2018 self-evaluation,
- proposed to the Board for approval the appointment of new Board members,
- reviewed and proposed to the Board for approval the amended External Engagements Policy, the revised Board Nomination Policy and the Senior Management Selection and Appointment Policy,
- reviewed and updated the Board on Senior Executives succession plan,
- reviewed the Board and Board Committees' Evaluation Policy,
- reviewed the independence of the Independent Non-Executive directors,
- reviewed the attendance of Directors to the Board and its Committees.

Board of Directors Diversity Policy

The Board of Directors Diversity Policy ("Policy") sets out the approach to diversity on the Board and it is in accordance with international best practices and the EU and Greek banking law provisions⁹.

As declared in the Policy, the Board's diversity is one of the factors which, according to the Board Nomination Policy, the Committee shall consider when examining composition and structure of the Board. A diverse Board includes and makes good use of variety in the skills, educational and professional background, geographical provenance (nationality), gender, age and other qualities of Directors.

⁸ Information regarding the Committee's main duties and responsibilities are included in the Bank's Code. Additionally, information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

⁹ The Board of Directors Diversity Policy may be found at the bank's website <https://www.eurobank.gr/-/media/eurobank/omilos/poioi-eimaste/etairiki-diakubernisi/dioikitiko-sumboulio/o-rolos-tou-dioikitikou-sumbouliou/politiki-diaforopoiisis.pdf?a=el>.

NomCo members discuss and agree all measurable objectives for achieving diversity on the Board during the review process of the Board profile matrix according to the Board Nomination Policy and for proposing the (re)appointment/succession planning of individual Board members according to the Board and Board Committees Evaluation Policy, taking into consideration the balance of all diversity aspects mentioned in the Policy. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

According to the Policy, NomCo's priority is to ensure that the Board continues to have strong leadership and the right mix of skills to deliver the business strategy. Within this context and in regard to the less represented gender in the Board, NomCo's aim is that the percentage of the female gender representation in Eurobank's Board shall be at least 20% calculated on the total Board size in the next 3 years in the context of the BoD tenure renewal, with a minimum of two (2) female members, also considering industry trends and best practices. As of 31 December 2018 the representation of the female gender in the Bank's Board stood at 15.4%, while following the resignations of Ms. L. Reichlin (March 2019) and of Ms. A. Beritsi (July 2019), the female gender as of today is not represented in the Bank's BoD. In line with the Bank's Policy the NomCo implements all necessary actions and processes to improve the representation of the female gender on the Board.

Assessment of the knowledge, skills and experience (KSE) of the Board collectively as well as the KSE and contribution of individual Board members

In accordance with the respective legal framework and the Board and Board Committees Evaluation Policy, the Board Chair conducted an assessment of the contribution of the Non-Executive Board Members for 2019 and presented the results to NomCo.

Specific focus areas were applied as follows:

- contribution to overall Board profile skillset,
- Board participation and quality of contributions to Board deliberations,
- punctuality and attendance,
- team spirit and demeanour,
- independent thinking and constructive challenge.

The overall assessment demonstrated quite positive results across all focus areas and has confirmed that the assessed Non-Executive Board Members adequately meet expectations for effectively accomplishing their role as Directors of the Bank.

Furthermore, the Bank's 2019 Target Board profile matrix has revealed that the desired KSEs are overall met for all the Board members. The Target Board profile matrix is the instrument to identify the specific characteristics the Board needs on the basis of its strategic objectives and risk management priorities, purposed to track the current profile of the Board against the desirable KSEs, through the assessment of the existing KSEs of all Board members (Executives and Non-Executives Directors).

Board Nomination Policy

The Board Nomination Policy sets out the guidelines and formal process for the identification, selection and nomination of candidates for the Board of the Bank. The Policy ensures that such appointments are made: (a) in accordance with legal and regulatory requirements; (b) with due regard to the expectations of the Bank's major shareholders, (c) in line with the Bank's contractual obligations with the HFSF and (d) on the basis of individual merit and ability, following a best practice process.

The Board supported by NomCo shall nominate candidates who meet the following nomination criteria:

- *Reputation along with honesty, integrity and trust*
 - a) Reputation: Sufficiently good repute, high social esteem and adherence to the reputation, honesty, and integrity criteria of the Joint ESMA and EBA Guidelines on the assessment of suitability of members of the management board and key function holders under Directive 2013/36/EU and Directive 2014/65/EU
 - b) Honesty, integrity and trust: Demonstration of the highest standards of ethics, honesty, integrity, fairness, and personal discipline, through personal history, professional track record or other public commitments
- *Knowledge, skills, experience (KSE) and other general suitability requirements*
 - a) Understanding of the Bank: Sufficient KSE for the development of a proper understanding of the business, culture, supervisory and regulatory context, product and geographic markets of operations, and stakeholders of the Bank and its subsidiaries
 - b) Seniority: Several years of experience in a generally recognised position of leadership in the candidate's field of endeavour
 - c) Independent mind-set and ability to challenge: Ability of forming and expressing an independent judgement on all matters that reach the Board and candour to challenge proposals and views on these matters by management and other candidates

- d) Collegiality, team skills and leadership: Ability to contribute constructively and productively to Board discussions and decision making along with ability of leading such discussions as chair or vice-chair of specific committees or the Board as a whole
 - e) Additional criteria for the nomination of Executive Directors: Proven, through current and previous executive positions, knowledge, skills, experience and character to lead the Bank and its subsidiaries in the achievement of strategic objectives, along with willingness to enter into full time employment with the Bank.
- *Conflicts of interest and independence of mind*
NomCo examines the personal, professional, financial, political and any other possible interests and affiliations of candidates, ensuring that the candidates do not have actual, potential or perceived conflicts of interest which cannot be prevented, adequately mitigated or managed under the written policies of the Bank, that would impair their ability to represent the interests of all shareholders of the Bank, fulfil their responsibilities as Directors and make sound, objective and independent decisions (act with independence of mind).

In particular, NomCo shall ensure that candidates are not linked to borrowers of the Bank with an exposure above EUR 1 million or any exposures in arrears. NomCo shall also examine relevant direct and indirect monetary interests and non-monetary interests, including those arising from affiliations with and membership in other organisations.

- *Time commitment*
NomCo ensures that all nominees are able to commit the time necessary to effectively discharge their responsibilities as Directors, including regularly attending and participating in meetings of the Board and its Committees.
- *Collective suitability*
The Target Board Profile Matrix is updated in accordance with the strategic objectives and risk management priorities of the Bank, assisting in identifying the desirable KSE of the members to ensure collective suitability.

The Board Nomination Policy is approved by the Board and reviewed at least once every two (2) years by NomCo and revised if necessary, unless material changes, regulatory or other, necessitate earlier revision.

3.5 Strategic Planning Committee¹⁰

The Strategic Planning Committee (SPC) is established by the Board and its purpose is to:

- a) assist the Board's Executive Officers in planning, developing and implementing the Group's Strategy and
- b) recommend to the Board certain initiatives in relation to the Group's Strategy.

The key tasks and responsibilities of the SPC are:

- to ensure that the Group develops a well-defined planned medium term strategy in line with the Board's guidance and its approved business plan,
- to review, within the framework of which the Executive Board draws up the annual budget and the business plan, the key objectives and goals contained therein and review major business initiatives, before their submission for approval to the Board.
- to review, analyze and deliberate issues concerning the Group's strategic choices (e.g. strategic partnerships, share capital increase, issuing convertibles and/or launching debt issuance programs, mergers, acquisitions or disposals, the formation of joint ventures, creation or dissolution of special purpose vehicles, dividend distribution and all other major investments or disinvestments by the Group etc.), ensuring these being in line with the approved Group's strategy. The SPC shall formulate relevant proposals to the Board, if:
 - a) the issue under discussion exceeds € 40 million, while for lower amounts approval will be provided by the Executive Board;
 - b) a decision of the Board is obligatory by Law or by the Bank's contractual commitments;
 - c) it is deemed necessary by the SPC, taking into account the complexity and nature of the strategic choices under discussion.
- to submit to the Board for approval proposals relating to the strategy and the budget of the Property Portfolio as described in the Service Level Agreement between Eurobank and Grivalia Management Company.
- to submit to the Board for approval proposals for the acquisition and disposal of assets other than repossessed assets (as these are defined in the Service Level Agreement between Eurobank and Grivalia Management Company) with book value above € 10 million.
- to submit to the Board for approval proposals for the disposal of repossessed assets (as these are defined in the Service Level Agreement between Eurobank and Grivalia Management Company) with gross book value above € 20 million.
- to maintain and take all necessary actions on regulatory and internal capital required to cover all types of risks (incl. strategic and reputational risks, as well as other non-quantifiable risks) and to ensure that capital requirements are met at all times,
- to review and evaluate all major Group's initiatives aiming at transforming the business and operating model,
- to monitor on a regular basis the strategic and the key performance indicators of the Group, including the segmental view,

¹⁰ Information regarding the Committee's main duties and responsibilities are included in the Bank's Code. Additionally, information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

- to review and, as needed, make proposals to the Board on all other issues of strategic importance to the Group.

The SPC members are appointed by the Board, on the recommendation of its Chairperson, following the proposal by the Nomination Committee. The Committee's members are appointed for a term of three (3) years that can be renewed up to three (3) times.

The Committee is chaired by the Chairperson of the Board and in case of absence or impediment of the Chairperson by the Vice-Chairperson of the Board and is composed of the following members with voting rights:

- The Chairperson of the Board
- The Vice-Chairperson of the Board
- The Chief Executive Officer (CEO)
- The Deputy CEOs
- The Group Chief Risk Officer
- The Group Chief Financial Officer

The General Manager Group Strategy participates in the Committee as a permanent attendee with no voting rights.

The Committee may delegate specific responsibilities and authorities within the purview of its responsibilities and authorities to one (1) or more individual Committee members.

The SPC meets biweekly or ad hoc when necessary, keeps minutes of its meetings and reports to the Board on a quarterly basis and as required. During 2019 the SPC held fifty two (52) meetings (2018: 54) and the ratio of attendance was 88% (2018: 85%). The Committee is in quorum and meets validly when half of its members plus one, including the Chairperson or the Vice-Chairperson and the CEO, are present. Resolutions of the Committee are reached unanimously by the members who are present.

The SPC appoints its Secretary, who reports to the Group Company Secretariat and cooperates with the Chairperson of the Committee. The Secretary is responsible to minute the proceedings and resolutions of all SPC meetings, including the names of those present and in attendance and the action plans and follow up assignments, as well as for issuance of extracts. Decisions, actions and follow ups are disseminated to the Bank's responsible Units, as required. The minutes of the SPC are submitted to the Board on a quarterly basis.

The Terms of Reference (ToR) of the Committee are reviewed once every three (3) years and revised if necessary, unless significant changes in the role, responsibilities, organization and / or regulatory requirements necessitate earlier revision. The revised ToR are approved as stated above (last review performed in April 2019). The Committee evaluates its performance at least annually and establishes criteria for such evaluation. The results are submitted to the Nomination Committee, so that the latter makes proposals to the Board, as required.

4. Management Committees

The CEO establishes committees to assist him, as required, in discharging his duties and responsibilities. The most important Committees established by the CEO are the Executive Board, the Management Risk Committee, the Group Asset and Liability Committee, the Central Credit Committees (I & II) and the Troubled Assets Committee.

Executive Board¹¹

The Executive Board (ExBo) manages the implementation of Group's strategy, as developed by the SPC, in line with the Board's guidance. The functioning of ExBo is subject to the provisions of the RFA. The ExBo is established by the CEO and its members are appointed by the CEO. The ExBo meets on a weekly basis or ad hoc when necessary. Other executives of the Group, depending on the subject to be discussed, may be invited to attend.

The ExBo is in quorum and meets validly when half of its members plus one are present or represented. In determining the number of members for the quorum, fractions, if any, shall not be counted. The ExBo resolutions require a majority vote. The ExBo appoints its Secretary, who reports to the Group Company Secretariat and cooperates with the Chairperson of the Committee. The Secretary is responsible to minute the proceedings and resolutions of all ExBo meetings, including the names of those present and in attendance and the action plans and follow ups for assignments, as well as for issuance of extracts. Decisions, actions and follow ups are disseminated to the Bank's responsible Units, as required. The ExBo Terms of Reference (ToR) are approved by the CEO, and revised as appropriate.

The ExBo's key tasks and responsibilities are to:

- manage the implementation of Group's strategy as developed by the SPC, in line with the BoD's guidance
- draw up the annual budget and the business plan. The SPC reviews the key objectives and the goals contained therein, as well as the major business initiatives, and submits them to the Board for approval,
- approve issues concerning the Group's strategic choices (e.g. partnerships, share capital increase, issuing convertibles and/or launching debt issuance programs, mergers, acquisitions or disposals, the formation of joint ventures, creation or dissolution of special purpose vehicles, dividend distribution and all other investments or disinvestments by the Group

¹¹ Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

etc.), ensuring these being in line with the approved Group's strategy, if the issue under discussion is less than or equal to €40 million. In case though:

- a) the issue under discussion exceeds € 40 million;
- b) a decision of the Board is obligatory by Law or by the Bank's contractual commitments;
- c) it is deemed necessary by the SPC, taking into account the complexity and nature of the strategic choices under discussion;

the issues concerning the Group's strategic choices are approved by the Board following a relevant proposal by the SPC (as per its Terms of Reference),

- monitor the performance of each business unit and country against budget and ensure corrective measures are in place wherever required,
- decide on all major Group's initiatives aiming at transforming the business and operating model, enhancing the operating efficiency and cost rationalization, improving organizational and business structure,
- ensure that adequate systems of internal controls are properly maintained,
- review and approve Bank's Policies (other than Credit Policies that are approved by Management Risk Committee and/or Troubled Assets Committee and/or BRC) that are related to its responsibilities and/or are of critical importance to the Bank, including but not limited to those requiring BoD approval as per the RFA,
- review the performance of any Committee and /or individuals to whom it has delegated part of its responsibilities, as approved,
- approve write-offs (on a pool basis) higher than €10 million and lower than €100 million for corporate loans and higher than €10 million and lower than €70 million for retail loans,
- for the Non Performing Sensitive Borrowers (as those are defined in the respective Group's Policy), authorise limits for amounts > 5% of the Group's regulatory capital and Write-Offs / Debt forgiveness from amounts higher than € 20 million and smaller than € 50 million,
- ensure adequacy of Resolution Planning governance, processes and systems
- hire and retain external consulting firms in its sole judgment, and approve their compensation and terms of engagement in accordance with Bank's policies and procedures,
- hire and retain investment banking advisors, in its sole judgment, and approve their compensation and terms of engagement, in accordance with Bank's policies and procedures, where applicable.

Management Risk Committee¹²

The Management Risk Committee (MRC) oversees the risk management framework of Eurobank Ergasias S.A. The MRC ensures that material risks are identified and promptly escalated to the BRC and that the necessary policies and procedures are in place to prudently manage risk and to comply with regulatory requirements. The MRC members should have the ability to identify, assess and manage the Group's risks.

As part of its mandate, the MRC:

- reviews the Bank's and its subsidiaries' risk profile vis-à-vis its declared risk appetite and examines any proposed modifications to the risk appetite,
- reviews and approves the methodology, the parameters and the results of the Bank's stress testing programme,
- determines appropriate management actions which are discussed and presented to the ExBo for information and submitted to the BRC for approval, and maintains at all times a pro-active approach to Risk Management, understands and evaluates risks, addresses escalated issues, provides oversight to the Group's risk management framework – including the implementation of risk policies – and informs the BRC of the Group's risk profile
- assists the BRC in defining risk management principles and methodologies thereby ensuring that the Group's Risk Management Framework contains processes for identifying, measuring, monitoring, mitigating and reporting the current risk profile against its risk appetite, limits, and performance targets.

The MRC does not conflict with the GCRO or the Risk Management General Division's responsibilities for Risk governance as prescribed under the HFSF Relationship Framework Agreement or the Bank of Greece's Governor Act no. 2577/2006. The CEO serves as the Chairperson of the MRC and the GCRO as the Vice Chairman. They have responsibility to escalate material risks and issues to the BRC and to update ExBo on material risks and issues on a periodical basis.

The MRC is in quorum and meets validly when half of its members, including the Chairperson or the Vice-Chairperson, plus one are present or represented. Selected attendees can be invited to the MRC meetings, when the topics for discussion fall under their remit or they have the requisite expertise to constructively participate. The finalized minutes are distributed to

¹² Information regarding current composition and short biographical details of its members may be found at the Bank's website (www.eurobank.gr).

the BRC, SPC and ExBo members, as prepared by the committee's secretary and approved by its Chairperson. Abstracts of resolutions reached and actions to be taken are provided to Management, SPC and/or ExBo members, as necessary.

Changes to the ToR of the MRC are reviewed by the MRC at least every two (2) years and revised if necessary, unless significant changes in the composition, role, responsibilities, organization and / or regulatory requirements necessitate earlier revision and are approved by the CEO. The ToR of MRC are also submitted to the BRC for information purposes.

Group Asset and Liability Committee (G-ALCO)¹³

G-ALCO's primary mandate is to i) approve, formulate, implement and monitor - as may be appropriate - the Group's a) liquidity and funding strategies and policies, b) interest rate guidelines and interest rate risk policies, c) Group's capital investments, as well as FX exposure and hedging strategy, and d) Group's business initiatives and/or investments that meaningfully affect the Bank's market and liquidity risk profile, ii) approve at a first stage and recommend to the BRC for final approval the respective country limits (with special attention given for the approval / monitoring of the limits for countries where Eurobank has a local presence) and iii) approve or propose –as may be appropriate - changes to these policies that conform to the Bank's risk appetite and levels of exposure as determined by the BRC & Management while complying with the framework established by regulatory authorities and/or supervising bodies.

G-ALCO convenes once a month and/or whenever required. Other executives or managers of the Group, depending on the subject to be discussed, may be invited to attend as required.

Required quorum for G-ALCO meetings to be effective is six members. In order to have a quorum the presence of its Chairperson and a minimum of three (3) SPC members is required. Decisions on issues are taken by majority and communicated to the relevant / affected business areas, while meetings are minuted by the Committee's Secretary and distributed to G-ALCO members, the CEO, the Board's Chairman and the Single Supervisory Mechanism (SSM).

Central Credit Committees

Central Credit Committee I

The main objective of the Central Credit Committee I (CCCI) is to ensure objective credit underwriting for all Greek corporate performing portfolios, as stipulated in the Credit Policy Manual for performing exposures and in the Risk Appetite Framework of the Bank, so that undertaking risks can be effected in a balanced way between satisfactory return on equity and credit quality.

The CCCI convenes at least once a week and all meetings are minuted. Decisions are taken unanimously. If unanimity is not achieved, the request is escalated by the Chairperson to the next (higher) approval level requiring a unanimous decision. In case of non-unanimity the final decision lies with the Management Risk Committee (MRC), by majority voting.

The main duty and responsibility of the CCCI is to assess and approve all credit requests of the Greek corporate performing portfolio for total exposure above €50mio and unsecured exposure above €35mio. For total exposure exceeding €75mio and unsecured exposure exceeding €50mio, additional approval by the GCRO is required, while for total exposure exceeding €150mio and unsecured exposure exceeding €100mio, additional approval by the CEO is required. Furthermore, for exposures higher than 10% of the Bank's regulatory capital the additional approval of the Management Risk Committee (MRC) is required. Subsequently, the consent of Hellenic Financial Stability Fund (HFSF) is necessary, whereas final approval is granted by the Board Risk Committee (BRC).

Central Credit Committee II

The main objective of the Central Credit Committee II (CCCII) is the same as for the CCCI for lower levels of exposure.

The CCCII convenes at least once a week and all meetings are minuted. Decisions are taken unanimously. If unanimity is not achieved, the request is escalated by the Chairperson to the next approval level.

The main duty and responsibility of CCCII is to assess and approve all credit requests of the Greek corporate performing portfolio for total exposure from €20mio up to €50mio and unsecured exposure from €10mio up to €35mio.

Troubled Assets Committee¹⁴

The Troubled Assets Committee (TAC) is established according to the provisions of the BoG Executive Committee Act No. 42/30.5.2014, as in force. TAC's main responsibility is to provide strategic guidance and monitor troubled assets management, ensuring independence from business and compliance with the requirements of BoG Act 42. The Deputy CEO of the Bank and Executive member of the Board of Directors is specifically entrusted with the close monitoring of the troubled assets management strategy. Its members are senior managers with sufficient knowledge and experience in the Management of Troubled Assets and Risk Management. The number of the Committee's members, who cannot be less

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than two, as well as its composition are defined by the CEO of the Bank. Decisions are taken by majority and minutes are kept and circulated as appropriate. In case of a tie of votes, the Chairperson has a casting vote.

The Committee meets at least once per month, while informs the Board and relevant committees on the results of its activities, at least quarterly. The Committee closely interacts with Group Risk Management General Division for the common understanding and development of the appropriate risk assessment methodology for each forbearance type and delinquency status by portfolio. Committee's propositions and reports to Board of Directors are also submitted to the Group Chief Risk Officer, who expresses his opinion to the Board by submitting the relevant report to the Board Risk Committee.

Main responsibilities of the Committee are, among others, the following:

- processes centrally all the internal reports regarding troubled assets management under the provisions of BoG Acts 42/30.05.2014, 47/09.02.2015 and 102/30.08.2016
- approves the available forbearance, resolution and closure solutions by loan sub-portfolio, and monitors their performance through suitable KPIs
- defines criteria to assess the sustainability of credit and collateral workout solutions (design and use of "decision trees")
- determines the parameters and the range of responsibilities of the bodies and officers involved in the assessment of viability and sustainability of the proposed modifications and the subsequent monitoring of their implementation
- designs, monitors and assesses pilot modification programs (in cooperation with other business units)
- evaluates proposals for the sale of the Bank's distressed assets portfolio, as well as for the potential provision of services of managing troubled assets of third parties
- supervises and provides guidance and know-how to the respective troubled assets units of the Bank's subsidiaries abroad.

5. Key Control Functions

As part of its overall system of internal controls the Bank has established a number of dedicated control functions whose main responsibility is to act as independent control mechanisms thus reinforcing the control structure of the Bank. The most important functions and their key responsibilities are described below.

5.1 Internal Audit

Internal Audit Group ("IAG") is an independent, objective assurance and consulting function designed to add value and improve the operations of Eurobank and its subsidiaries. IAG has adequate organisation structure and appropriate resources to ensure that it can fulfil its roles and responsibilities.

IAG comprises the "Internal Audit Sector", the "Forensic Audit Division", the "International Audit Division" and the "Business Monitoring and Organisational Support Division". IAG also has a Centre of Excellence for Audit Standards & Methodology, which monitors and adopts best practices and drives the ongoing improvement in audit methodologies, and a Quality Assurance function, to assess the effectiveness of the Group's internal audit activities and conformance with IIA Standards.

In order to safeguard its independence, IAG reports functionally to the Audit Committee and administratively to the CEO. The Board has delegated the responsibility for monitoring the activity of the IAG to the Audit Committee of the Bank. IAG is headed by the Group Chief Audit Executive (CAE) who is appointed by the Audit Committee. The latter also assesses the CAE's performance.

The mission of IAG is to enhance and protect organisational value by providing risk-based and objective assurance, advice and insight. The key assurance and consulting responsibilities of IAG are to:

- provide reasonable assurance, in the form of an independent opinion, as to the adequacy and effectiveness of the internal control framework of the Bank and its subsidiaries. IAG has a periodic plan and budget approved by the Audit Committee. IAG ensures establishment of risk based audit plan and priorities in consistency with the Bank's strategic plan and adherence to regulatory requirements,
- assist and advise Management on the prevention and detection of fraud or defalcation or unethical practices and undertake such special projects as required,
- assist Management in enhancing the system of internal control by making recommendations to address weaknesses and improve existing policies and procedures,
- follow-up to ascertain that appropriate action is taken on reported audit findings within agreed deadlines,
- participate in Bank projects in an assurance or consulting capacity.

5.2 Risk Management

The Group Risk Management General Division, which is headed by the Group Chief Risk Officer (GCRO), is independent from the business units and has full responsibility for monitoring credit, market, liquidity and operational risks undertaken by the Eurobank Group.

It comprises the Group Credit General Division, the Group Credit Control Sector, the Group Credit Risk Capital Adequacy Control Sector, the Group Market & Counterparty Risk Sector, the Group Operational Risk Sector, the Group Model Validation & Governance Sector, the Group Risk Management Strategy Planning & Operations and the Supervisory

Relations & Resolution Planning Division¹⁵. In the Risk Management General Division there is a position of a Senior Advisor who reports directly to the Group CRO.

The GCRO serves as a pivotal point for the risk management functions of the Group and is responsible for developing the Risk Appetite Framework and overseeing and coordinating the development and implementation of adequate risk measurement and management policies in relation to credit, market, liquidity, and operational risks.

The GCRO reviews the credit policies prepared by the responsible Risk Units before their submission for final approval to the BRC or to the BoD and oversees their implementation thereafter. The GCRO promptly reports any deviation from the credit policy or potential conflict with the approved risk strategy and risk appetite to the Board Risk Committee.

The GCRO is responsible to provide to the Board Risk Committee, on a monthly basis, adequate information so that the Committee can properly oversee and advise the BoD on the Bank's risk exposures / profile and future risk strategy. Additionally, the GCRO oversees compliance with approved Risk Appetite Limits and reports compliance status as well as any deviations to the Board Risk Committee.

Eurobank has clear risk management objectives and a well-established strategy to deliver them, through core risk management processes. At a strategic level, the risk management objectives are to:

- Identify Eurobank's material risks;
- Ensure that business plan is consistent with Eurobank's risk appetite;
- Optimize risk/return decisions by taking them as closely as possible to the business, while establishing strong and independent review;
- Ensure that business growth plans are properly supported by effective risk infrastructure;
- Manage risk profile to ensure that specific financial deliverables remain possible under a range of adverse business conditions;
- Assist senior executives improve the control and co-ordination of risk taking across the business;
- Embed risk management into the Bank's culture and existing processes and raise awareness of risk management throughout the Bank;
- Provide the framework, procedures and guidance to enable all employees to manage risk in their own areas across the Business Units.

5.3 Compliance

Group Compliance is established with the approval of the Board of Directors and the Audit Committee as a permanent and independent function. In order to safeguard its independence, it reports functionally to the Audit Committee of the Bank and for administrative purposes to the CEO.

Its mission is to promote, within the Bank and its subsidiaries, an organizational culture that encourages ethical conduct through integrity, and a commitment to compliance with laws and regulations as well as international governance standards.

Group Compliance supervises the overall compliance function in the Group. Within this framework, it supervises, monitors, coordinates and evaluates the activities of the Compliance Divisions / Units of the Bank's local and international Subsidiaries, to ensure compliance with group standards.

The main objective of Group Compliance is to ensure that the Group has established an adequate system of internal controls that allows it to operate in accordance with the ethical set of values as set in its "Code of Professional Conduct" and in compliance with applicable laws, regulations and internal policies, as well as international best practices. More specifically, Group Compliance is mandated to:

- advise the Board of Directors and Senior Management on the bank's compliance with applicable laws, rules and standards and keeping them informed of developments in the area
- issue policies, procedures and other documents in order to provide guidance to staff on the appropriate implementation of applicable laws, rules and standards
- assist the business to develop and implement regulatory compliant policies and procedures
- review high risk clients, products and services, and advise on potential compliance risks and their mitigation
- ensure that staff is adequately trained and frequently updated about compliance issues by designing training programs and co-operating with HR for their implementation. Provide guidance on the application of regulations in practice
- develop a robust compliance risk identification and assessment framework. Support and challenge, if required, business line management regarding the completeness and accuracy of the compliance risk management activities
- monitor and test whether staff effectively applies the internal processes and procedures aimed at achieving regulatory compliance. Report on potential breaches and required improvements and follow up on implementation
- review staff accounts in order to monitor staff adherence to internal policies and the code of conduct and or indications of fraudulent activity
- monitor timely submission of reports to Regulators and report any delays and fines for any alleged breaches of regulations to the AC

¹⁵ The Supervisory Relations & Resolution Planning Division has a dual reporting line to both the GCRO & the Group Chief Financial Officer

- fulfil any statutory responsibilities and liaise with regulators and external bodies.

The scope of activities of Group Compliance covers the following regulatory topics:

- Financial Crime including laws and regulations on AML and CFT and legislation aimed at combatting Tax evasion such as FATCA and CRS. The scope includes the provision of timely and accurate responses to requests arising from regulatory and judicial authorities for the lifting of banking secrecy or freezing of assets and co-operation with them to facilitate their work. The Board appoints the Money Laundering Reporting Officer and his/her Deputy
- Market Integrity related regulation regarding the provision of investment products and services to clients including laws and regulations on Market Manipulation and Insider Trading
- Business and internal conduct rules including Conflict of interest regulatory provisions, internal codes of conduct anti-bribery and anti-corruption legislation and Antitrust and Competition laws and regulations
- Consumer protection laws and regulations (including dormant accounts legislation, BoG's Code of Conduct for loans, the Payment Services Directive and the Deposit Guarantee scheme)
- Any other topic for which there is a law / regulation explicitly assigning a responsibility to the Compliance function.

6. Principles of Internal Controls

The Group has established a System of Internal Controls that is based on international good practices and COSO terminology and is designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- efficient and effective operations,
- reliability and completeness of financial and management information,
- compliance with applicable laws and regulations.

The key principles underlying the Group's system of internal controls are described below:

- **Control Environment:** The control environment is the foundation for all components of Internal Control System, providing discipline and structure and influencing the control consciousness of employees. Integrity and high ethical values stem from management's philosophy and operating style and appropriate recruitment and training policies ensure the competence of the Group's people. The Group's organisation structure is suitable for its size and complexity with clearly defined responsibilities and reporting lines and clearly specified delegation of authority.
- **Risk Management:** the Group acknowledges that taking risks is an integral part of its business. It therefore sets mechanisms to identify those risks and assess their potential impact on the achievement of the Group's objectives. Because economic, industry, regulatory and operating conditions will continue to change, risk management mechanisms in place shall be set (and evolve) in a manner that enables to identify and deal with the specific and new risks associated with changes.
- **Control Activities:** Internal control activities are documented in the policies and detailed procedures that are designed to ensure that operations are carried out safely and all transactions are recorded accurately in compliance with Management's directives and regulations. They occur throughout the organisation and business processes, at all levels and in all functions. One of the prime organisational measures to ensure control effectiveness in the Group is segregation of duties. Functions that shall be separated include those of approval (limits, limit excesses, specific transactions), dealing, administration (administrative input, settlement, confirmation checks, transaction approval check, documentation check, file keeping, custody) and controlling (reconciliation, limit monitoring, excess approval check, risk management, compliance checks, physical counts).
- **Information and Communication:** Information must be identified, captured and communicated in a form and timeframe that enables people to carry out their responsibilities. The Group has set effective communication channels to ensure that information is communicated down, across and up within the organisation. Mechanisms are also in place to obtain appropriate external information as well as to communicate effectively with outside parties including regulators, shareholders and customers.
- **Monitoring:** the Group has established mechanisms for the ongoing monitoring of activities as part of the normal course of operations. These include regular management and supervisory activities and other actions personnel take in performing their duties that assess the performance of internal control systems. There are also independent evaluations of the internal control system by the Internal Audit function, the scope and frequency of which depend primarily on an assessment of risks and the effectiveness of ongoing monitoring procedures. Internal control deficiencies are reported upstream, with serious matters reported to top management, the Audit Committee and the Board. Every three years the efficiency of the internal control system on a solo and consolidated basis is independently evaluated by a third auditing firm, other than the statutory auditor, as provided for in BoG Governor's Act 2577/2006. The evaluation report is submitted for assessment to the Bank's Audit Committee and acknowledgment of the Board and is further submitted to the BoG.

7. Shareholders' General Meeting

The Shareholders' General Meeting ("General Meeting") is the supreme body of the Bank, convened by the Board and entitled to resolve upon any matter concerning the Bank and is the only competent body to resolve on issues described in article 117 of Company Law 4548/2018 (such as amendments to the Articles of Association). All shareholders have the right to participate and vote at the General Meeting either in person or by their legal representatives according to the proposed legal procedure each time in force.

The General Meeting is in quorum and meets validly when the shareholders, present or represented, represent at least 20% (1/5) of the paid-in share capital that corresponds to the shares with voting rights ("share capital"). Resolutions are reached by absolute majority. Exceptionally, with regard to certain significant decisions such as most decisions related to share capital, mergers etc. (para 3, art. 130, Company Law 4548/2018), the General Meeting is in quorum and meets validly when the shareholders, present or represented, represent at least 50.00% (1/2) of the paid-in share capital. Resolutions on the aforementioned issues are reached by two-thirds (2/3) majority. If such quorum is not reached, the General Meeting is convened again in a repeat Meeting where lower quorum is required for all categories of resolutions.

The HFSF's Representative has the right to request the convocation of the Shareholder's General Meeting. Such right was not exercised during 2019.

Following the completion of the Bank's share capital increase during the second half of 2015, fully covered by institutional and other investors, the percentage of the ordinary shares with voting rights held by the HFSF decreased from 35.41% to 2.38%. Furthermore, following the merger of the Bank with Grivalia by absorption of the latter by the former and the relevant increase of the share capital of the Bank, which were approved by the Extraordinary General Meeting of the Bank's Shareholders on 5 April 2019, the percentage of the ordinary shares with voting rights held by the HFSF out of the total number of ordinary shares with voting rights issued by Eurobank was further decreased to 1.40%. In this context and under Law 3864/2010 as in force, the HFSF exercises its voting rights in the General Meetings only for decisions concerning the amendment of the Bank's Articles of Association, including the increase or reduction of the capital or the corresponding authorization to the Board, the mergers, divisions, conversions, revivals, extension of term or dissolution of the Bank, the transfer of assets (including the sale of subsidiaries), or any other issue requiring increased majority as provided for in Company Law 4548/2018.

The Annual General Meeting is held every year before the 10th of September. An Extraordinary General Meeting may be convened by the Board when it is deemed appropriate or necessary or when required by law.

The minutes of the General Meeting are signed by the Chairperson and the Secretary of the General Meeting.

All persons appearing as shareholders of ordinary shares of the Bank in the registry of the Dematerialized Securities System (DSS) managed by Hellenic Central Securities Depository S.A. on the Record Date, namely at the start of the fifth day before the General Meeting, have the right to participate and vote in the General Meeting. The aforementioned record date is applicable for the Repeat Meeting as well. For each General Meeting, the Board arranges for the detailed invitation, including date, place, record date, issues on the agenda and related papers to be available to shareholders at least 20 full days before the meeting, including the proposed resolution or commenting by the Board on each issue. The detailed invitation also defines the procedure to be followed for voting by proxy, the minority shareholders rights and any available documentation relating to the General Meeting.

Standard minority rights, as described in Company Law 4548/2018, apply.

8. Other information required by Directive 2004/25/EU

• Holders of securities with special control rights

The HFSF's participation interest in the Bank's share capital, through the ordinary shares it possesses, confers to HFSF the rights according to the legislation in force and the RFA that has been signed between the Bank and the HFSF.

• Treasury Shares

The Shareholders' General Meeting can authorize the Board, under article 49 of Company Law 4548/2018, to implement a program of acquisition of treasury shares. However, according to paragraph 1 of Article 16C of Law 3864/2010, during the period of the participation of the HFSF in the share capital of the Bank it is not permitted to the Bank to purchase treasury shares without the approval of the HFSF (note 37 of the consolidated accounts).

For other information required by Directive 2004/25/EU regarding the: a) Major shareholdings, b) Authority to issue new shares, and c) Restrictions of voting rights, please refer to the relevant sections of the Directors' Report.