

## Policy

**Version: 4.0**

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**Applicable to: Eurobank Ergasias Services and Holdings SA & Eurobank S.A.**

**Name:** Board Nomination Policy

**Responsible Unit:** Group Company Secretariat

**Purpose:** Board Nomination Policy sets out the guidelines and formal process for the identification, selection and nomination of candidates for the Board. The policy is applicable to Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings or HoldCo) and Eurobank S.A. (the “Bank”) which together with their subsidiaries are the Eurobank Group.

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## POLICY STATEMENT

The Board Nomination Policy (the “Policy”) sets out the guidelines and formal process for the identification, selection and nomination of candidates for the Board of Directors (the “Board”) of Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings or HoldCo) and Eurobank S.A. (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 HoldCo’s and Bank’s shareholders, (c) in line with the HoldCo’s and Bank’s contractual obligations with the Hellenic Financial Stability Fund (the “HFSF”); and (d) on the basis of individual merit and ability, following a best practice process.

The scope of the Policy focuses entirely on HoldCo and Bank Board appointments. It does not cover the selection and appointment of the senior executives of the HoldCo and Bank, apart from their appointment as executive members of the Board.

## 1 OBJECTIVES OF THE POLICY

The primary objectives of the Policy are to:

- 1.1. Define the general principles which guide the Nomination Committee (the “NomCo”) as it discharges its role across all stages of the nomination process.
- 1.2. Devise the specific criteria and requirements for Board nominees.
- 1.3. Establish a transparent, efficient and fit-for-purpose nomination process.
- 1.4. Ensure that the structure of the Board (including the succession planning) meets high ethical standards, has optimal balance of knowledge, skills and experience and is aligned with the current regulatory requirements.

## 2 GENERAL PRINCIPLES

**2.1. Compliance with relevant laws and regulations:** The nomination process shall meet all legal and regulatory requirements applicable to the HoldCo and Bank. If there is any conflict between provisions in this Policy and regulatory requirements, the latter will prevail.

**2.2. Responsibilities in the nomination process:** The Board, with the support of the NomCo which acts in an advisory capacity, is responsible for initiating, guiding and coordinating the nomination process, with no prejudice to shareholders’ rights. The Board reviews candidates proposed by the NomCo and decides on the candidates to be appointed. The NomCo may also seek to advise Third Parties<sup>1</sup> which have the right to appoint Board members, on the suitability of their suggested candidates. Authority for final election of Board members always rests with the General Meeting of Shareholders (GMS) or Third Parties defined by law. Nothing in the Policy precludes the submission of candidacies for Board membership by shareholders or Third Parties. The Bank’s Group Company Secretariat shall be responsible for supporting the NomCo throughout the nomination process; however, it may seek assistance of the HR function as required.

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<sup>1</sup> The term “Third Parties” presently refers to the HFSF.

**2.3. Independent judgment:** The NomCo shall base its proposals on its collective, independent judgment. In the process of identifying and proposing suitable candidates, the NomCo shall primarily assess candidate proposals on the basis of the Board Profile. It shall also take into consideration the views and opinions expressed by shareholders and other stakeholders of the Bank/HoldCo. However, neither the Board Profile nor the opinions of stakeholders bind the NomCo in its deliberations.

**2.4. Suitability of Board nominees:** Candidates proposed by the NomCo must be suitable according to this Policy. The Committee shall ensure that the composition of the Board meets the requirements on board independence (see 2.5), financial sector expertise (see 2.6), optimal balance of knowledge, skills and experience (see 2.7), Board diversity (see 2.8) and clear division of responsibilities at the head of the Bank/HoldCo (see 2.9); and that individual candidates meet the nomination criteria (see 3).

**2.5. Board independence:** When proposing candidates, the NomCo will ensure that the majority of Board comprises of Non-Executive Directors and that independent Non-Executive Directors comprise at least one third of the Board, but no less than 3 Board members. The NomCo follows the "independence" definition provided in local regulations, in the European Commission recommendations (2005/162/EC) and in the Joint ESMA and EBA Guidelines on the assessment of suitability of members of the management board and key function holder under Directive 2013/36/EU and Directive 2014/65/EU (Joint ESMA and EBA Guidelines). In any case, regulatory requirements and the HoldCo's and Bank's contractual obligations with the HFSF will prevail.

**2.6. Financial sector expertise on the Board:** The NomCo shall ensure that a majority of Board members comprises of individuals with recent senior management and/or Board experience in banks or other financial institutions.

**2.7. Optimal balance of knowledge, skills and experience:** The backgrounds and qualifications of Board Members should collectively ensure a significant breadth of experience, knowledge and abilities, enabling the Board to fulfil its responsibilities while avoiding "group think". In order to consistently review the Board's needs, the NomCo shall maintain the Target Board Profile Matrix (Appendix 1) which tracks the current profile of the Board with respect to desirable knowledge, skills and experience (KSE) and identifies those KSE areas where the Board may need further enhancement. In developing its proposals, the NomCo shall consider but shall not be bound by the Target Board Profile Matrix.

**2.8. Board diversity:** When proposing candidates, the NomCo shall consider Board diversity in terms of gender, age and nationality as required in the Board of Directors Diversity Policy, in order to meet diversity objectives.

**2.9. Clear division of responsibilities at the head of the Bank/HoldCo:** There is clear division of responsibilities at the head of the HoldCo and Bank between the proper operation of the Board and the day-to-day management and control of business. The roles of Board Chair and CEO are not exercised by the same person.

**2.10. Board Succession Planning, Continuity and Renewal:** In overseeing the nomination process, the NomCo shall ensure that there is adequate, step-wise succession planning for Board members so as to maintain an appropriate level of continuity and organizational memory at Board level, especially when dealing with sudden or unexpected absences or departures of Board members. In this respect, the NomCo shall:

2.10.1. Monitor the tenures of Board members and make its nomination proposals in such a manner as to encourage staggered appointments/retirements on the Board, wherever possible. The reappointment of current Board members shall be based on continuing adherence to the criteria established in this Policy;

2.10.2. Ensure that there is an appropriate level of presence of relevant KSEs on the Board, without undue reliance on the expertise of a few Directors;

2.10.3. Review whether there are sufficient Board members who are capable of serving as Board Chair and Committee Chairs, if necessary;

2.10.4. Periodically monitor as required the availability of candidates who could address the Board's succession planning needs.

### 3 NOMINATION CRITERIA

3.1. The Board, supported by the NomCo, shall nominate candidates who meet the fit and proper requirements. The fitness and propriety of nominees is assessed against the following criteria: (a) reputation along with honesty, integrity and trust, (b) knowledge, skills, experience and other general suitability requirements, (c) conflicts of interest and independence of mind; (d) time commitment and (e) collective suitability, i.e. fit the Target Board Profile Matrix. Prior to their appointment, all nominees must submit a declaration (see Appendix 3) that they meet the requirements outlined under (a), (c) and (d). In addition, the appointed members commit to inform the HoldCo and the Bank on an ongoing basis during their tenure for any new facts that may affect the initial assessment of the criteria under (a), (c) and (d) or any other issue which could impact on their suitability without undue delay once they become aware of these facts or issues.

#### **a) Reputation along with honesty, integrity and trust**

3.2. **Reputation:** In order to ensure the sound and prudent management of the HoldCo and the Bank the candidates shall at all times be of sufficiently good repute, enjoy high social esteem and adhere to the reputation, honesty, and integrity criteria of the Joint ESMA and EBA Guidelines (included in Appendix 2). A candidate is considered to be of good repute if there is no evidence to suggest otherwise and no reason to have reasonable doubt about his or her good repute. It is noted that pending - as well as concluded - criminal or administrative proceedings may have an impact on the reputation of the candidate; therefore the HoldCo and the Bank must always be informed of legal proceedings (pending or concluded) at the time of application or notification or at the beginning of such proceedings.

3.3. **Honesty, integrity and trust:** Through their personal history, professional track record or other public commitments, nominees shall be able to demonstrate the highest standards of ethics, honesty, integrity, fairness, and personal discipline. The candidate shall be able to generate sufficient trust in himself/herself.

#### **b) Knowledge, skills<sup>2</sup>, experience (KSE) and other general suitability requirements**

3.4. **Understanding of the HoldCo, the Bank and their subsidiaries:** Candidates shall have sufficient KSE, which would permit them to develop a proper understanding of the business, culture, supervisory and regulatory context, product and geographic markets of operations, and stakeholders of the Eurobank Group, in order to fulfil their functions. The term "experience" covers both practical and professional experience gained in previous occupations and theoretical experience (knowledge and skills) gained through education and training.

3.5. **Seniority:** The candidate shall have several years of experience in a generally recognised position of leadership in the candidate's field of endeavour. Besides the length of service, the size of the entity, responsibilities held, number of subordinates, nature of the activities carried out etc. are also taken into account.

3.6. **Independent mind-set and ability to challenge:** The candidate should be capable of forming and expressing an independent judgment on all matters that reach the Board and shall have the requisite candour to challenge

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<sup>2</sup> Non-exhaustive list of skills that the HoldCo/Bank may consider when performing its suitability assessments, as per the joint ESMA and EBA Guidelines, is included in Appendix 5.

proposals and views on these matters by management and other candidates.

**3.7. Collegiality, team skills and leadership:** Candidates must have the ability to contribute constructively and productively to Board discussions and decision making. They should be capable of leading such discussions as chair or vice-chair of specific committees or the Board as a whole.

**3.8. Additional criteria for the nomination of Executive Directors:** In addition to the general suitability criteria outlined above, Executive Director nominees should have entered or have agreed to enter into full time employment with the HoldCo and Bank. They must have proven in their current and previous executive positions that they have the KSE and character to lead the HoldCo, the Bank and the subsidiaries in the achievement of their strategic objectives.

#### **c) Conflicts of interest and independence of mind**

3.9. The NomCo shall examine 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 HoldCo and the Bank, that would impair their ability to represent the interests of all shareholders, fulfil their responsibilities as Directors and make sound, objective and independent decisions (act with independence of mind).

3.10. In particular, in accordance with HFSF requirements<sup>3</sup>, the NomCo will ensure that candidates are not linked to borrowers of the Bank with an exposure above EUR 1 million or any exposures in arrears. The NomCo shall also examine relevant<sup>4</sup> direct and indirect<sup>5</sup> monetary interests and non-monetary interests, including those arising from affiliations with and membership of other organisations.

#### **d) Time commitment**

3.11. In addition to the overall nomination criteria assessment as described in the previous paragraphs under section 3 and in line with the HoldCo's and Bank's contractual obligations with the HFSF, the NomCo shall ensure 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.

3.12. The NomCo shall pay particular attention to the number of their other directorships and outside commitments of candidates. Directors shall not hold more than one of the following combinations of directorships in groups, including the Eurobank group of companies, at the same time: (a) one executive directorship together with two non-executive directorships; (b) four non-executive directorships<sup>6</sup>. The Bank of Greece may authorize members of the Board of Directors to hold one additional non-executive directorship.

3.13. In addition to the quantitative limits on the number of directorships, the NomCo shall also consider

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<sup>3</sup> Supplemental MoU 16.06.2016.

<sup>4</sup> "Relevant interest" means any interest which might influence the judgment of a director or which could be perceived to influence his/her judgment.

<sup>5</sup> "Indirect monetary interest" means any interest which arises from a connection with bodies which have a direct monetary interest in the activities of the HoldCo and Bank or from being a business partner or employed by a person with such an interest.

<sup>6</sup> According to Law 4261/2014 provisions, directorships within the same group of companies count as a single directorship. In addition, directorships in organizations which do not pursue predominantly commercial objectives, shall not count for the purposes of the said provisions of L. 4261/2014.

qualitative factors that determine the amount of time a nominee will have to dedicate, i.e. the size and the circumstances of the entities where the directorships are held, the place or country where the entities are based and other professional or personal commitments and circumstances.

**e) Collective suitability, i.e. fit the Target Board Profile Matrix**

3.14. The NomCo shall endeavour to fit the KSE of candidates intended to cover Board positions to the current compositional needs of the Board as identified in the Target Board Profile Matrix (the “**Board Profile**”).

3.15. The Board Profile categories include:

3.15.1. **Banking and financial industry expertise:** Recent experience as senior executives, executive committee or executive board members of banks, other financial institutions or international financial institutions.

3.15.2. **Legal, regulatory and governance understanding:** Possession of an understanding of the banking regulatory environment (including European regulation) and prudential supervision framework; corporate governance matters; and of HoldCo’s, Bank’s and their Boards’ legal responsibilities.

3.15.3. **Strategic perspective:** Ability to analyse the prevailing economic context and trends, offering a long-term strategic perspective to guide business planning.

3.15.4. **Financial expertise:** Solid understanding of auditing procedures and financial accounting issues.

3.15.5. **Risk management:** Ability to identify, assess and monitor the main categories of risk facing the HoldCo and the Bank, with a particular emphasis on the management and restructuring of non-performing exposures.

3.15.6. **Leadership and organisation experience:** Solid practical experience in leading and managing change in large organisations, demonstrating an understanding of performance management, talent development and compensation issues.

3.15.7. **International experience:** An international perspective on economic and geo-political developments and global banking trends, which may potentially impact the HoldCo’s and Bank’s business across its geographic markets of operation.

3.15.8. **Gender:** As per the Board of Directors Diversity Policy.

3.15.9. **Independence:** See 2.5 for the criteria of independence.

## **4 HOLDCO AND BANK NOMINATION PROCESS GUIDELINES**

4.1. The NomCo identifies the needs in terms of Board membership taking into consideration the strategy and business environment, the results of the most recent Board evaluation, and the Board’s succession planning needs.

4.2. The NomCo reviews and updates the current Board Profile, according to the identified needs. The NomCo gives adequate attention as required to the profile, skills and competencies of specific Board roles (e.g. Board Chair, Board Committee Chairs, Non-Executive members, and Executive members). During the development of the Board Profile, NomCo also considers the evidence required in order to demonstrate relevant attributes.

4.3. The NomCo identifies current Board members whose tenure is expiring. The NomCo Chair and at least one NomCo member shall conduct an initial round of exploratory interviews with them regarding their willingness to renew their tenure.

4.4. Taking into consideration the evaluation of individual Board members' performance and contribution of knowledge, skills and experience according to the provisions of the Board and Board Committees Evaluation Policy of the Bank, the NomCo develops its proposals regarding the reappointment of individual Board members.

4.5. For open candidate positions, the NomCo Chair makes exploratory contacts with Board members, key HoldCo and Bank executives, significant shareholders and stakeholders, to identify potential nominees who may fit the required profile.

4.6. The NomCo Chair may decide to propose to the NomCo the appointment of external recruitment consultants to provide assistance in the nomination process including identification and vetting suitable candidates.

4.7. The NomCo Chair receives proposals from various stakeholders (or the external recruitment consultant) with CVs and relevant details for candidates, including a declaration from all candidates (see Appendix 3) that they meet the fit and proper requirements. Based on this, a pool of possible candidates for the position(s) shall be prepared and maintained.

4.8. The NomCo Chair submits to the NomCo the list of candidates as well as a proposed shortlist prepared in cooperation with the Board Chair or with the assistance of a dedicated Task Force (TF), appointed by the NomCo which also approves its mandate.

4.9. The NomCo reviews the list of candidates as well as the proposed shortlist, approves the final shortlist of candidates and organises the necessary interviews as appropriate, while also meetings with the CEO and other Directors could be organized.

4.10. The NomCo, supported by the Group Company Secretariat, carries out detailed due diligence and verification checks on the shortlisted candidates. Particularly, checks shall occur on whether any shortlisted candidates have conflicts of interest with the HoldCo and the Bank which cannot be prevented, adequately mitigated or managed under the written policies of the HoldCo and the Bank (see paragraph 3.9).

4.11. The NomCo recommends the best candidate(s) to the Board according to the number of seats available.

4.12. The Board reviews the candidates recommended by the NomCo and determines which candidates are to be appointed. If, for any reason, the Board does not approve the NomCo's recommendation, then the NomCo will be asked to make another recommendation.

4.13. Upon appointment a letter of appointment (Appendix 4), signed by the Board Chair should be sent to the selected director setting out the terms of his/her appointment subject to regulatory approval.

4.14. As the case might be (vacancy or increase of BoD members), the appointment of the new Board member(s) is approved by the BoD or the General Meeting of Shareholders, in accordance with the relevant provisions of the legal framework.

4.15. Concerning the appointment of the Representative of the HFSF to the Board, as provided for in Law 3864/2010 and the Tripartite Relationship Framework Agreement signed between the HoldCo, the Bank and the HFSF, as non-executive director, the latter has the right to appoint its representative to the HoldCo's and/or Bank's Board by a simple written notice addressed to the Chairperson of the Board, notwithstanding the provisions of corporate law regarding the election of a new Board member. Moreover, in a spirit of cooperation with the HFSF and to ensure good corporate governance standards, the HFSF's Board nominee and the HoldCo/Bank (through

their BoD members) will have the upfront opportunity to formally meet each other for an advance assessment of such nominee by the BoD members. Such a process will help facilitate a better future acceptance of the nominee by the other Board members and will also help set the stage for promoting more effective future dynamics within the Board. To facilitate the HoldCo and the Bank, in the event they choose to interview such HFSF's Board nominee, sufficient time for the candidate's assessment shall be ensured by HFSF as per its staffing/nomination time-plan, while all parties always remain aware that the ultimate right in the process of nomination for this specific role will finally only lie with the HFSF as per the provisions of Law 3864/2010 and the Tripartite Relationship Framework Agreement.

## 5 FINAL PROVISIONS

- 5.1. The NomCo shall justify to the Board any deviation from this Policy when making candidate recommendations.
- 5.2. The Policy is reviewed at least once every two years by the NomCo and revised by the Board/GMS if/as necessary, unless material changes, regulatory or other, necessitate earlier revision.
- 5.3. The Board Profile is reviewed regularly by the NomCo and always before the initiation of the nomination process.



## 6 APPENDICES

### 6.1 Appendix 1: Target Board Profile Matrix

Name of Directors	Target Board Profile									Committee Membership					
	Banking and financial industry expertise	Legal, regulatory, governance expertise	Strategic perspective	Financial expertise	Risk management	Leadership and organisation experience	International experience	Gender (M/F)	Independence	AC <sup>7</sup>	BRC <sup>7</sup>	NomCo <sup>7</sup>	RemCo <sup>7</sup>	SPC <sup>7</sup>	BDTC <sup>8</sup>
[Board Chair]															
[Board Vice Chair]															
[Non-Executive Director 1]															
[Non-Executive Director 2]															
[Non-Executive Director 3]															
[Non-Executive Director 4]															
[Non-Executive Director 5]															
[Non-Executive Director 6]															

<sup>7</sup>For HoldCo and Bank

<sup>8</sup> Only for Bank

[Non-Executive Director 7]															
[Executive Director -CEO]															
[Executive Director Deputy CEO 1]															
[Executive Director Deputy CEO 2]															
[Executive Director Deputy CEO 3]															
														Other member from Management 1	
														Other member from Management 2	
Total								M =							
								F =							

- 6.2 Appendix 2: Reputation, honesty, and integrity criteria for the purposes of the fit & proper requirements for Eurobank Board members (Joint ESMA and EBA Guidelines on the assessment of suitability of members of the management board and key function holder under Directive 2013/36/EU and Directive 2014/65/EU - EBA/GL/2017/12)**
- a. A member of the management body should be deemed to be of good repute and of honesty and integrity if there are no objective and demonstrable grounds to suggest otherwise in particular taking into account the relevant available information on the factors or situations listed in the below paragraphs. The assessment of reputation, honesty and integrity should also consider the impact of the cumulative effects of minor incidents on a member's reputation.
  - b. Without prejudice to any fundamental rights, any relevant criminal or administrative records should be taken into account for the assessment of good repute, honesty and integrity, considering the type of conviction or indictment, the role of the individual involved, the penalty received, the phase of the judicial process reached and any rehabilitation measures that have taken effect. The surrounding circumstances, including mitigating factors, the seriousness of any relevant offence or administrative or supervisory action, the time elapsed since the offence, the member's conduct since the offence or action, and the relevance of the offence or action to the member's role should be considered. Any relevant criminal or administrative records should be taken into account considering periods of limitation in force in the national law.
  - c. Without prejudice to the presumption of innocence applicable to criminal proceedings, and other fundamental rights, the following factors should at least be considered in the assessment of reputation, honesty and integrity:
    - i. conviction or ongoing prosecution of a criminal offence, in particular:
      - a) offences under the laws governing banking, financial, securities, insurance activity, or concerning securities markets or financial or payment instruments, including laws on money laundering, corruption, market manipulation, or insider dealing and usury;
      - b) offences of dishonesty, fraud, or financial crime;
      - c) tax offences; and
      - d) other offences under legislation relating to companies, bankruptcy, insolvency, or consumer protection;
    - ii. other relevant current or past measures taken by any regulatory or professional body for non-compliance with any relevant provisions governing banking, financial, securities, or insurance activities.

- d. On-going investigations should be taken into account when resulting from judicial or administrative procedures or other analogous regulatory investigations without prejudice to fundamental individual rights<sup>9</sup>.
- e. A member of the management body should uphold high standards of integrity and honesty. At least the following factors should also be considered in the assessment of reputation, honesty and integrity:
  - 1. any evidence that the member has not been transparent, open, and cooperative in his or her dealings with competent authorities;
  - 2. refusal, revocation, withdrawal, or expulsion of any registration, authorisation, membership, or license to carry out a trade, business, or profession;
  - 3. the reasons for any dismissal from employment or any position of trust, fiduciary relationship, or similar situation, or for having been asked to resign from employment in such a position;
  - 4. disqualification by any relevant competent authority from acting as a member of the management body, including persons who effectively direct the business of an entity ; and
  - 5. any other evidence that suggests that the person acts in a manner that is not in line with high standards of conduct
- f. The following situations relating to the past and present business performance and financial soundness of a member of the management body should be considered, with regard to their potential impact on the member's reputation, integrity and honesty:
  - 1. being a defaulting debtor (e.g. having negative records at a reliable credit bureau if available);
  - 2. financial and business performance of the entities owned or directed by the member or in which the member had or has significant share or influence with special consideration to any bankruptcy and winding-up proceedings and whether or not and how the member has contributed to the situation that led to the proceedings;
  - 3. declaration of personal bankruptcy; and
  - 4. without prejudice to the presumption of innocence, civil lawsuits, administrative or criminal proceedings, large investments or exposures and loans taken out, in so far as they can have a significant impact on the financial soundness of the member or entities owned or directed by him or her, or in which the member has a significant share.

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<sup>9</sup> In line with the European Convention on Human Rights and Charter of Fundamental Rights of the European Union: [http://ec.europa.eu/justice/fundamental-rights/charter/index\\_en.htm](http://ec.europa.eu/justice/fundamental-rights/charter/index_en.htm)

### 6.3 Appendix 3: Fit & proper declaration

I, \_\_\_\_\_, a candidate for the Board of Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings or HoldCo) and Eurobank S.A (Bank), declare that all the information included in my curriculum vitae, as well as any and all other information delivered to HoldCo and the Bank, in the context of my candidacy assessment of the Director vacancies, is true and complete and I adhere to the HoldCo's and Bank's fit and proper requirements as indicated in the HoldCo's and Bank's Board Nomination Policy, which I have reviewed. In particular:

#### Reputation

1. There is no final conviction or ongoing prosecution in my name for a criminal offence, in particular for offences governed under laws regarding banking, financial, securities, insurance activity, or concerning securities markets or financial or payment instruments, including laws on money laundering, corruption, market manipulation, insider dealing, usury, dishonesty, fraud, financial and tax crimes;
2. There is no final conviction or ongoing prosecution in my name for other offences under legislation relating to companies, bankruptcy, insolvency, or consumer protection;
3. I am not and have not been subject to any current or past measures taken by any regulatory or professional body and any current or past investigation, enforcement action or administrative sanction for non-compliance with banking, financial, securities, or insurance activities;
4. I have not been included on a list of unreliable debtors or on any similar list conducted by a recognised credit bureau;
5. I have not declared personal bankruptcy;
6. I have not by intent or through negligence i) influenced negatively the financial and business performance and/or ii) contributed to a situation leading to the bankruptcy and winding-up proceedings for entities in which I was an owner or director or in which I had significant influence and /or iii) was involved in civil lawsuits, administrative or criminal proceedings, large investment or exposures and loans taken out, in so far as they can have a significant impact on my financial soundness or the financial soundness of entities owned or directed by me, or in which I had a significant share;
7. I have always acted in a manner that is in line with high standards of conduct. In this respect, (a) I have always been transparent, open, and cooperative in my dealings with competent authorities, (b) I have never been refused (including revocation, withdrawal or expulsion) any registration, authorization, membership, or licence to carry out a trade, business, or profession, (c) I have never been disqualified by any competent authority from acting as a member of the management body, including persons who effectively direct the business of an entity and (d) I have never been dismissed from employment or from any position of trust, fiduciary relationship, or similar situation, or I have never been asked to resign from employment in such a position because I had not met high standards of integrity and honesty.

**Conflict of interests**

1. To my knowledge, I do not have any positions or direct/indirect interests that put me in a situation of actual, potential or perceived conflict of interest with HoldCo and the Bank that would impair my ability to represent the interests of all shareholders of HoldCo and the Bank, fulfil my responsibilities as Director and make sound, objective and independent decisions;
2. I do not have any link with borrowers of the Bank with an exposure above EUR 1 Million or with any exposures to the Bank in arrears nor any relevant direct and indirect monetary interests and non-monetary-interests, including those arising from affiliations with and membership of other organizations;

**Time commitment**

1. I will be able to commit the time necessary to prepare, attend and participate in meetings of the HoldCo and Bank Board and any assigned HoldCo and Bank Board Committees;
2. If appointed, I will not hold more than one of the following combinations of directorships<sup>10</sup> in groups, including the Eurobank group of companies, at the same time: (a) one executive directorship together with two non-executive directorships; (b) four non-executive directorships (directorships in the same group of companies count as single directorships).

**Amendments in the Fit & Proper Declaration**

I commit to inform HoldCo and the Bank without undue delay in case there are factual events or any other issues once I become aware of them and which may impact any of the elements covered by this declaration.

\_\_\_\_\_

Signature Date

In the event that the candidate has doubts about the significance of any of relevant convictions, investigations or other circumstances indicated above, he/she is kindly required to list the relevant items in the box below for the consideration of the HoldCo and Bank Nomination Committees. Each listed item can be accompanied by a comment as to its relevance for the fitness and propriety of the candidate.

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<sup>10</sup> Directorships in organizations which do not pursue predominantly commercial objectives are not counted.

#### 6.4 Appendix 4: Letter of appointment

[Name of new Director]

Athens, [Date]

**Subject: Letter of appointment as new member of the Board of Directors (“BoD”) of Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings or HoldCo) and/or the BoD of Eurobank S.A. (“Eurobank” or “Bank”)**

Dear [Name of new Director],

Following your appointment as [an independent non-executive member of HoldCo / Eurobank’s BoD] [a non-executive member of HoldCo’s / Eurobank’s BoD] [an executive member of HoldCo’s / Eurobank’s BoD] [an executive member of HoldCo’s / Eurobank’s BoD and specifically as Chief/Deputy Chief Executive Officer of HoldCo / Eurobank], by the competent bodies of the Bank, I welcome you to HoldCo’s / Eurobank’s BoD looking forward to your valuable services and constructive contribution to the operations of HoldCo / Eurobank.

Your appointment is subject to approval by the Single Supervisory Mechanism of the European Central Bank under the applicable legislative and regulatory framework.

Unless terminated earlier, your term of office will expire [specification of term of office].

In the context of the HoldCo’s and Bank’s Induction Program for Directors, Group Company Secretariat will coordinate all the necessary arrangements in order for you to receive a formal and tailored induction program upon joining the HoldCo / Bank BoD.

Best regards,

Signature of HoldCo / Bank BoD Chairman

\_\_\_\_\_  
• Name of BoD Chairman •

**6.5 Appendix 5: Non-exhaustive list of skills that HoldCo /the Bank may consider when performing its suitability assessments, as per the joint ESMA and EBA Guidelines on the assessment of suitability of members of the management board and key function holder under Directive 2013/36/EU and Directive 2014/65/EU**

a) **Authenticity:** is consistent in word and deed and behaves in accordance with own stated values and beliefs. Openly communicates his or her intentions, ideas and feelings, encourages an environment of openness and honesty, and correctly informs the supervisor about the actual situation, at the same time acknowledging risks and problems.

b) **Language:** is able to communicate orally in a structured and conventional way and write in the national language or the working language of the institution's location.

c) **Decisiveness:** takes timely and well-informed decisions by acting promptly or by committing to a particular course of action, for example by expressing his or her views and not procrastinating.

d) **Communication:** is capable of conveying a message in an understandable and acceptable manner, and in an appropriate form. Focuses on providing and obtaining clarity and transparency and encourages active feedback.

e) **Judgement:** is capable of weighing up data and different courses of action and coming to a logical conclusion. Examines, recognizes and understands the essential elements and issues. Has the breadth of vision to look beyond his or her own area of responsibility, especially when dealing with problems that may jeopardize the continuity of the undertaking.

f) **Customer and quality-oriented:** focuses on providing quality and, wherever possible, finding ways of improving this. Specifically, this means withholding consent from the development and marketing of products and services and to capital expenditure, e.g. on products, office buildings or holdings, in circumstances where he or she is unable to gauge the risks properly owing to a lack of understanding of the architecture, principles or basic assumptions. Identifies and studies the wishes and needs of customers, ensures that customers run no unnecessary risks and arranges for the provision of correct, complete and balanced information to customers.

g) **Leadership:** provides direction and guidance to a group, develops and maintains teamwork, motivates and encourages the available human resources and ensures that members of staff have the professional competence to achieve a particular goal. Is receptive to criticism and provides scope for critical debate.

h) **Loyalty:** identifies with the undertaking and has a sense of involvement. Shows that he or she can devote sufficient time to the job and can discharge his or her duties properly, defends the interests of the undertaking and operates objectively and critically. Recognizes and anticipates potential conflicts of personal and business interest.

i) **External awareness:** monitors developments, power bases and attitudes within the undertaking. Is well-informed on relevant financial, economic, social and other developments at national and international level that may affect the undertaking and also on the interests of stakeholders and is able to put this information to effective use.



- j) **Negotiating:** identifies and reveals common interests in a manner designed to build consensus, while pursuing the negotiation objectives.
- k) **Persuasive:** is capable of influencing the views of others by exercising persuasive powers and using natural authority and tact. Is a strong personality and capable of standing firm.
- l) **Teamwork:** is aware of the group interest and makes a contribution to the common result; able to function as part of a team.
- m) **Strategic acumen:** is capable of developing a realistic vision of future developments and translating this into long-term objectives, for example by applying scenario analysis. In doing so, takes proper account of risks that the undertaking is exposed to and takes appropriate measures to control them.
- n) **Stress resistance:** is resilient and able to perform consistently even when under great pressure and in times of uncertainty.
- o) **Sense of responsibility:** understands internal and external interests, evaluates them carefully and renders account for them. Has the capacity to learn and realises that his or her actions affect the interests of stakeholders.
- p) **Chairing meetings:** is capable of chairing meetings efficiently and effectively and creating an open atmosphere that encourages everyone to participate on an equal footing; is aware of other people's duties and responsibilities.

7 AMENDMENTS TABLE		
Version	Date	Change description
1.0	26.10.2016	Initial version
2.0	29.09.2017	
3.0	12.12.2019	Adjustments according to the provisions of the joint ESMA and EBA Guidelines on the assessment of suitability of members of the management board and key function holder under Directive 2013/36/EU and Directive 2014/65/EU
4.0	25.06.2021	Amendments in order to reflect that the relevant processes are applicable to both Eurobank Holdings and Eurobank Inclusion of a clarification for the nomination process followed regarding the HFSF's Representative in HFSF's and Bank's Board.

8 TABLE OF CREATION, ISSUANCE AND APPROVALS		
Unit	Authorized Personnel	Date
<b>Created by (Latest Version):</b>		
Group Company Secretariat	I. Chadolias	10.6.2021
<b><u>For Eurobank Holdings</u></b>		
<b>Reviewed and proposed for approval to the Board by:</b>		
Nomination Committee		23.06.2021
<b>Approved by:</b>		
Board of Directors		25.06.2021
<b><u>For Eurobank</u></b>		
<b>Reviewed and proposed for approval to the Board by:</b>		
Nomination Committee		23.06.2021
<b>Approved by:</b>		
Board of Directors		24.06.2021