

**MINUTES OF THE BOARD OF DIRECTORS**  
**28 January 2021**

The Board of Directors (BoD) of “Eurobank Ergasias Services and Holdings S.A.” (Eurobank Holdings or Company) convened in a meeting by video conference on January 28<sup>th</sup>, 2021, at 15:00, following an invitation dated January 22<sup>nd</sup>, 2021.

**PRESENT IN PERSON:**

1. George P. Zanias, Chairman
2. George K. Chryssikos, Vice Chairman
3. Fokion Ch. Karavias, CEO
4. Stavros E. Ioannou, Deputy CEO
5. Konstantinos V. Vassiliou, Deputy CEO
6. Andreas D. Athanasopoulos, Deputy CEO
7. Alice K. Gregoriadi, Director
8. Rajeev Kakar, Director
9. Cinzia Basile, Director
10. Bradley Paul L. Martin, Director
11. Jawaid A. Mirza, Director
12. Irene K. Rouvitha Panou, Director

**SECRETARY:**

Ioannis Chadolias

It is ascertained that there is quorum in accordance with the law and the articles of association and the meeting begins on the agenda items set out in the above-mentioned invitation.

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**3rd Item: BoD Committees**

Regarding the aforementioned item, the BoD Chairman Mr. Zanias takes the floor and informs the BoD members on the memo titled “Board Committees” that has been brought to their attention through its upload on the software application for the BoD meetings’ support “Diligent Boards”.

In particular, the BoD following the previous decision regarding the appointment of Ms. Efthymia Deli, new HFSF representative to Eurobank Holdings’ BoD, as non-executive member of its BoD, following the proposal of the Nomination Committee dated 27.01.2021 and according to the existing Relationship Framework Agreement with the HFSF (RFA), decides her appointment as a member of the Audit, [...] Committees, in replacement of the resigned Mr. Dimitrios Miskou who was their member until today, and for an equal term to the remaining term of the resigned member to the said Committees respectively.

Finally, with regard to the Audit Committee in particular, following the appointment as its member of Ms. Deli (new representative of the HFSF to Eurobank Holdings’ BoD), who has sufficient knowledge on the field of the Eurobank Holdings’ activity, the said Committee consists exclusively of BoD members, the majority of whom are independent, as follows: 1. Jawaid Mirza (independent non-executive BoD member), 2. Bradley Paul Martin (non-executive BoD member), 3. Rajeev Kakar (independent non-executive BoD member), 4. Irene Rouvitha Panou (independent non-executive

BoD member) and 5. Efthymia Deli (Representative of the HFSF - non-executive BoD member) and its composition meets the requirements of article 44 of law 4449/2017, as amended and currently in force, in conjunction with par. 1 of article 4 of law 3016/2002, while its tenure expires at the same time with the expiration of the tenure of the BoD.

The election of Ms. Deli in the Audit Committee will be announced, according to the law, at the next General Meeting of the Shareholders of Eurobank Holdings.

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There being no other business, the meeting is closed.

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True extract  
from the Board of Directors Minutes' Book  
Athens, January 29<sup>th</sup>, 2021  
The Secretary to the Board of Directors

Ioannis Chadolias

**MINUTES OF THE AUDIT COMMITTEE**

**29 January 2021**

**\*\* By circulation \*\***

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**Members:** J. Mirza (AC Chairman)  
B. Martin (AC Vice Chairman)  
R. Kakar  
I. Rouvitha Panou  
E. Deli (HFSF Representative)

**Secretary:** V. Karalis (Deputy Company Secretary)

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The Audit Committee (AC) of Eurobank Ergasias Services and Holdings S.A. (Eurobank Holdings) resolves on the following item. The respective minutes were drafted and signed by circulation by all AC Members, all acting in person. This resolution is in force from the date referred to at the end of the hereby minutes.

**Only agenda item: Constitution of the Audit Committee (AC)**

Taking into consideration the provisions of article 44 of law 4449/2017, as amended and currently in force, in conjunction with par. 1 of article 4 of law 3016/2002 and following the Nomination Committee's proposal dated 27.01.2021 and the BoD decision dated 28.01.2021 to appoint Ms. Efthymia Deli, new Representative of the Hellenic Financial Stability Fund (HFSF) to Eurobank Holdings' Board of Directors (BoD), as non-executive member of the BoD and member of Eurobank Holdings' AC in replacement of the resigned Mr. Dimitrios Miskou, in accordance with the provisions of law 3864/2010 and the existing Relationship Framework Agreement with the HFSF (RFA), the AC decides on its constitution and on the appointment of its Chairman, as follows:

1. Jawaid Mirza, son of Abdul Hamid and Razia, residing at [•], holder of Passport [•], Tax Registration Number [•], Tax Authority [•], born in [•], in [•], Chairman of the Audit Committee - independent non-executive BoD member;
2. Bradley Paul Martin, son of Lloyd and Delphine, residing at [•], holder of Passport [•], Tax Registration Number [•], Tax Authority [•], born in [•], in [•], Vice Chairman of the Audit Committee - non-executive BoD member;
3. Rajeev Kakar, son of Krishan Lal and Usha, residing at [•], holder of Passport [•], Tax Registration Number [•], Tax Authority [•], born in [•], in [•], member of the Audit Committee - independent non-executive BoD member;
4. Irene Rouvitha Panou, daughter of Costa and Hebe, residing at [•], holder of Passport [•], Tax Registration Number [•], Tax Authority [•], born in [•], in [•], member of the Audit Committee - independent non-executive BoD member;
5. Efthymia Deli, daughter of Panagos and Maria, residing at [•], holder of Identity Card [•], Tax Registration Number [•], Tax Authority [•], born in [•], in [•], member of the Audit Committee - Representative of the HFSF under L. 3864/2010 - non-executive BoD member.

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True extract  
from the Audit Committee Minutes Book  
Athens, January 29, 2021  
The Audit Committee Secretary

Veronique Karalis