

**Eurobank Ergasias Services and Holdings S.A.**

**Annual General Meeting of the Shareholders**

**20 July 2023**

**10:00 a.m.**

**INVITATION**

In accordance with Law 4548/2018 "Reform of the legislation of Sociétés Anonymes", as in force, and the Articles of Association of the Company, the Board of Directors by its decision dated 27 June 2023 invites the shareholders of Eurobank Ergasias Services and Holdings S.A. to participate remotely in real time via teleconference in the Annual General Meeting, on Thursday, 20 July 2023, at 10:00 a.m., in order to discuss and decide on the following items of the agenda:

1. Annual and Consolidated Financial Statements for the financial year 2022. Directors' and Auditors' Reports.
2. Approval of the overall management for the financial year 2022 and discharge of the Auditors for the financial year 2022.
3. Appointment of Auditors for the financial year 2023.
4. Acquisition of own shares.
5. Approval of amendment of the Remuneration Policy for Directors.
6. Approval of the remuneration for the financial year 2022 and of the advance payment of the remuneration for the Directors for the financial year 2023.
7. Remuneration Report for the financial year 2022.
8. Approvals according to article 86 of L. 4261/2014.
9. Approval of amendment of the Nomination Policy of the Directors.
10. Increase of the number of the members of the Board of Directors. Appointment of new members of the Board of Directors and their designation as independent non-executive directors.
11. Recomposition of the Audit Committee.
12. Amendment of article 11 of the Company's Articles of Association aiming to its update.
13. Submission of the Annual Activity Report of the Audit Committee for the financial year 2022.
14. Submission of the Independent Non-Executive Directors' Report.

Should the quorum required by law not be achieved, the Annual General Meeting of the shareholders of the Company will take place in Repetitive Meeting on Wednesday, 26 July 2023, at 10:00 a.m., also remotely in real time via teleconference, without the publication of a further invitation.

The Annual General Meeting and any Repetitive Meeting will take place remotely in real time via teleconference by electronic means, under the conditions of the legislation in force and the specific provisions in the present invitation.

In addition, in accordance with the provisions in the Articles of Association of the Company, shareholders are provided with the option to participate remotely by mail vote in the vote on the items of the Annual General Meeting and any Repetitive Meeting, that will take place before the General Meeting, under the conditions of the legislation in force and the specific provisions in the present invitation.

Pursuant to articles 121 par. 4, 124 par. 6, 125, 126 and 128 of Law 4548/2018, the Company informs the shareholders on the following:

#### **A. Right To Participate and Vote in the General Meeting**

In the Annual General Meeting of 20 July 2023 is only entitled to participate and vote any person who has the status of shareholder at the start of the fifth (5th) day before the meeting date of the Annual General Meeting, i.e., at the beginning of 15 July 2023 ("**Record Date**").

The Record Date of 15 July 2023 is also the record date for the Repetitive General Meeting.

For the Company, shareholder who is entitled to participate in the General Meeting and exercise the right to vote is considered any person who is registered on the Record Date in the Dematerialized Securities System (DSS) of the company "Hellenic Central Securities Depository S.A." (ATHEXCSD) or any person identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) and the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The shareholder capacity is verified by any legal means and in any case based on information the Company receives by ATHEXCSD via a direct electronic linkup of the Company with the records of DSS or through the abovementioned intermediaries in accordance with the abovementioned provisions. A shareholder may participate in the General Meeting on the basis of confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the General Meeting refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par. 5 of Law 4548/2018).

Exercising the rights of participation and vote does not require either the blocking of the shares of the beneficiary or any other similar procedure which limits the ability to sell and transfer these shares during the period between the Record Date and the date of the General Meeting. Each share is entitled to one vote.

#### **B. Procedure for Participating and Voting remotely in real time by teleconference**

In order for shareholders to participate and vote at the Annual General Meeting on 20 July 2023 or at any Repetitive Meetings which will take place remotely, in real time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group to provide remote General Meeting services, in real time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company "Hellenic Central Securities Depository S.A." (ATHEXCSD), while for the teleconference are used the ZOOM meeting services of the company Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet with an installed browser and internet access is required.

In order for a shareholder or his/her proxy to create an account in the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the internet platform, the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System (DSS) and has been provided to the Company by the "Hellenic Central Securities Depository S.A." (ATHEXCSD ) or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the "Hellenic Central Securities Depository S.A." "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as with the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide and/ or update the information above, in order to create the account.

**For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary that provides them with custody services for the shares of the Company, as the case may be, in order to notify and/ or update their valid email address and mobile telephone number for their identification.**

Further instructions to participate at the General Meeting by teleconference will be posted on the website of the Company and will be sent via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repetitive meetings.

For any questions and for instructions, shareholders may contact the Company's Investor Information Services Division by email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) or by telephone at +30 2144046400 (daily between 09.30 and 17.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, will be provided information and support to shareholders and their representatives at +30 210 336 6576 or by email at [ATHEXagmteam@athexgroup.gr](mailto:ATHEXagmteam@athexgroup.gr).

Shareholders that participate at the Annual General Meeting by teleconference in real time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings, shareholders must log in on time through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders that will have been successfully connected to the internet platform will be able to participate in the Annual General Meeting by teleconference in real time via a link that will be sent to them by email.

By activating the teleconference application ZOOM through the link at the start of the Annual General Meeting, shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally while it is conducted,

while at the same time through the internet platform, they will be able to:

- c) vote in real time during the General Meeting on the items of the agenda and
- d) receive information on the recording of their vote.

### **C. Procedure for remotely participating in the vote that takes place before the General Meeting (Mail Vote)**

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the agenda of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018 and according to the following.

More specifically, shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting can make use of the following options:

a) either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr/en/home> in which they will have previously created an account and have successfully registered as described in B. above, during the time period from 16.07.2023 and until twenty-four (24) hours before the date of the Annual General Meeting (i.e. until 10.00 a.m. on 19.07.2023 at the latest),

b) or by completing and submitting the "Mail vote Document", with the signature authenticated, to the Company's Investor Information Services Division at 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia,

or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the shareholder, the representative or the proxy, via email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr), at least twenty-four (24) hours before the date of the General Meeting (i.e. until 10.00 a.m. on 19.07.2023 at the latest),

c) or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Company by 10.00 a.m. on 19.07.2023 at the latest.

II. It is noted that shareholders that wish to appoint proxies to participate at the remote vote on the items of the General Meeting which will take place before the General Meeting can appoint up to one (1) proxy; the appointment must be made at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 10.00 a.m. on 18.07.2023 at the latest), as specifically described below in D. II.

After that date, it will not be possible to participate by proxy in the vote that will take place before the Annual General Meeting.

III. If the quorum, as required by the law in order to decide the whole or part of the original agenda, is not obtained during the meeting of 20 July 2023, at the Repetitive General Meeting which will take place on Wednesday, 26 July 2023 at 10.00 a.m., the right to vote remotely by mail vote must be exercised again by a vote that will take place before the Repetitive General Meeting, in the following ways:

a) either by exercising again the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period from Friday, 21.07.2023 and until twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. until 10.00 a.m. on 25.07.2023 at the latest).

b) or by completing and submitting a new "Mail vote document" that will be provided by the Company for the items for which no decision was taken on 20 July 2023, filled-in and signed, with the signature authenticated, to the Company's Investor Information Services Division at 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia, or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the shareholder, the representative or the proxy via email [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr), at least twenty-four (24) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 25.07.2023 at the latest).

c) or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Company by 10.00 a.m. on 25.07.2023 at the latest.

IV. For the potential Repetitive General Meeting on 26<sup>th</sup> July 2023, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate at the remote vote that will take place before the General Meeting, can appoint up to one (1) proxy, at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 24.07.2023 at the latest), as specifically mentioned below in D.II.

After that date, it will not be possible to participate by proxy at the vote that will take place before the Repetitive General Meeting.

For any questions and for instructions, shareholders may contact the Investor Information Services Division of the Company by email at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) or by telephone at +30 2144046400 (daily between 09.30 and 17.00).

In addition, shareholders are requested to confirm that the "Mail Vote Document" is successfully sent to and received by the Company and, to this end, they can call the Investor Information Services Division of the Company at +30 2144046400.

#### **D. Procedure for Participating and Exercising Voting Rights by Proxy**

I. Shareholders may participate in the Annual General Meeting and vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. In cases where a shareholder owns shares of the Company that are held in more than one investor securities account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each account. A proxy appointment can be freely recalled. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A shareholder may appoint a proxy for one or more General Meetings and for a specific time period. The proxy shall vote according to the shareholder's instructions, if any. Non-compliance with the instructions received by the shareholder shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was the decisive one for the achievement of a majority. The shareholder's proxy shall archive the voting instructions for at least one (1) year, starting from the date of the General Meeting or, in case of postponement, from the date of the last Iterative Meeting in which the proxy right was exercised.

The shareholder proxy is obliged to notify the Company, before the start of the General Meeting, about any specific event, which may be useful to shareholders in order to assess the risk that the proxy may serve other interests besides the interests of the shareholder.

A conflict of interest may arise particularly when the representative is:

- a) a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder,
- b) a member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control of the Company,
- c) an employee or an auditor of the Company or a shareholder that exercises control or other legal person or entity that is controlled by a shareholder that exercises control of the Company,
- d) a spouse or a relative in the first degree with one of the private individuals that are mentioned in cases a) to c).

The appointment and revocation or replacement of the proxy or representative takes place in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours before the appointed date of the General Meeting. Notification of the appointment and revocation or replacement of the proxy by electronic means is made by electronic mail at the email address on the Invitation to the General Meeting or, in case of shareholders that are identified through intermediaries, through confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the Annual General Meeting of 20 July 2023 or any Repetitive Meetings, remotely in real time by teleconference, or for shareholder participation by proxy in the vote on the items of the General Meeting that will take place before the General Meeting, shareholders or Participants in the Securities Accounts in the DSS or other intermediary that provides custody services for the shares of the Company, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Annual General Meeting (i.e. by 10.00 a.m. on 18.07.2023 at the latest).

For the potential Repetitive General Meeting of 26<sup>th</sup> July 2023, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, they can appoint up to one (1) proxy, at least forty-eight (48) hours before the date of the Repetitive General Meeting (i.e. by 10.00 a.m. on 24.07.2023 at the latest).

Upon receipt of the information above by the Company and based on the email address and mobile telephone of the proxy, as declared in the proxy document, the Company creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Company has made available documents:

a) To appoint a proxy to participate in the General Meeting on 20 July 2023 remotely in real time by teleconference; and

b) To appoint a proxy to vote on the items of the agenda of the General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy either at the Investor Information Services Division of the Company (8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia, tel. +30 2144046400) or at the Company's offices at 8 Othons str., 105 57 Athens, and in electronic form on the website of the Company (<https://www.eurobankholdings.gr/en/investor-relations/shareholders/information-about-the-general-meetings/>)

The appropriate document must be filled-in, signed with the authenticity of the signature verified, and submitted to: 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia,

or be sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or the shareholder by e-mail at [investorsinfo@eurobankholdings.gr](mailto:investorsinfo@eurobankholdings.gr) at least forty-eight (48) hours before the date of the General Meeting.

In addition, shareholders are requested to confirm that the proxy document is successfully sent to and received by the Company, and, to this end, they can call the Investor Information Services Division of the Company at +30 2144046400.

## **E. Minority Shareholders' Rights**

1. Shareholders representing 1/20 of the paid-up share capital of the Company may request:

(a) to include additional items in the Agenda of the Annual General Meeting, provided that the request is communicated to the Board at least fifteen (15) days prior to the Annual General Meeting, accompanied by a justification or a draft resolution to be approved by the Annual General Meeting.

(b) to make available to shareholders six (6) days prior to the Annual General Meeting at the latest, any draft resolutions on the items included in the initial or revised agenda, provided that the request is communicated to the Board at least seven (7) days prior to the Annual General Meeting.

(c) the disclosure by the Board at the Annual General Meeting of the amounts paid to each member of the Board or to the management as well as of any benefits acquired by such persons from any cause or through any contract, during the last two (2) years, provided that the request is filed with the Company at least five (5) full days prior to the Annual General Meeting.

2. Any shareholder may request, provided that the said request is filed with the Company at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with the information regarding the affairs of the Company, insofar as such information is relevant to the items on the agenda.

3. Shareholders representing 1/10 of the paid-up capital of the Company may request, provided that the said request is filed with the Company at least five (5) full days prior to the Annual General Meeting, to provide the Annual General Meeting with information on the course of the business affairs and financial status of the Company.

Detailed information regarding minority shareholders' rights and the specific conditions to exercise these rights, are available on the website of the Company ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)).

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The documents to be submitted to the Annual General Meeting, the present Invitation, the total number of existing shares and voting rights, the documents for voting by proxy and mail vote as well as the draft resolutions/comments of the Board of Directors on each item of the Agenda shall be made available in electronic form on the website of the Company ([www.eurobankholdings.gr](http://www.eurobankholdings.gr)) and in hardcopy form either at the Company's Investor Information Services Division, 8, Iolkou & Filikis Etaireias Streets, 14234 N. Ionia (tel. +30 2144046400) either at the Company's offices, 8, Othonos Str., 105 57 Athens, where shareholders can obtain copies.

Athens, 27 June 2023

THE BOARD OF DIRECTORS