

**SUITABILITY AND NOMINATION POLICY
OF CANDIDATE MEMBERS OF ATTICA BANK
SOCIETE ANONYME BANKING BOARD OF DIRECTORS**

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1 Preface

The Suitability and Nomination Policy of the Candidate BoD Members (hereinafter the “Policy”) sets out the principles and the suitability criteria for the selection, the replacement (including filling any vacancies) and the renewal of the BoD members’ term of office, for the purposes of assessing individual and collective suitability, nominating candidates and assessing the existing members thereof. The Policy is based on the applicable regulatory obligations and takes into account any requirements stipulated in the following texts, as in force (hereinafter “the Applicable Rules”):

- (a) the relevant provisions of Law 4261/2014, transposing Directive 2013/36/EU (CRD IV) into the Greek law,
- (b) the European Banking Authority (EBA) and the European Securities and Markets Authority’s (ESMA) guidelines on the suitability assessment of members of the management body and key function holders (EBA/GL/2012/06) and (EBA/GL/2017/12) and
- (c) EBA’s guidelines on internal governance of financial institutions (EBA/GL/2017/11)
- (d) article 3, Law 4706/2020 (Official Government Gazette 136/A/17-7-2020) on “Corporate governance of SAs, modern capital market, integration into the Greek legislation of Directive (EU) 2017/828 of the European Parliament and Council, measures in implementation of Regulation (EU) 2017/1131 and other provisions”.
- (e) the Capital Market Commission’s guidelines on the Suitability Policy stipulated in article 3, Law 4706/2020 (CMC Circular 60/18.09.2020).

Furthermore, international best corporate governance practices have been taken into account, including BCBS Corporate governance principles for banks, July 2015.

This Policy applies to the members of the Bank’s BoD elected by the Bank’s competent collective bodies (General Meeting or BoD) pursuant to the stipulations of the applicable legislation and the Bank’s Articles of Association; the relevant regulatory provisions in force apply to the nomination thereof for as long as they are members of the Bank’s BoD.

2 Objectives

The main objectives of the Policy are:

- 2.1. To ensure quality staffing, effective operation and fulfillment of the BoD's role based on the Bank's general strategy, midterm and longterm business pursuits aiming to promote corporate interest.
- 2.2. To guide the Nomination and Remuneration Committee (hereinafter "Committee") and the Chairman thereof during the performance of their duties regarding the minimum principles and criteria that shall be applied to the selection, the replacement (including in case of filling any vacancies) and the renewal of the BoD members' term of office for the purposes of assessing individual and collective suitability and controlling and proposing candidate members for the Bank's BoD, in order to be elected by the BoD or/and the General Meeting of the Bank's Shareholders in conformance with the applicable legislation and the Bank's Articles of Association.
- 2.3. To establish a transparent and effective process of candidate nomination.
- 2.4. To ensure that the BoD's composition is the appropriate based on the size, the internal organization, the risk appetite framework, the nature, the complexity and the type of the Bank's activities, that it fully complies with the Applicable Rules, as in force, as well as that BoD members meet high quality standards regarding their suitability, ethos and skills so that they can successfully perform their duties. In particular, the Policy aims to, inter alia, ensure that both BoD members individually and the BoD's composition as a whole have a wide range of knowledge, skills and experience per area of competence of the BoD members in order to be able to understand the Bank's activities, including the main risks to which the Bank is or may be exposed, and to promote the right amount of diversity in the BoD. In this context, BoD members must be able to adequately understand areas into which they may not be directly involved, but regarding which they take decisions and perform their duties in their capacity as BoD members.
- 2.5. To ensure the appropriate planning of BoD members succession aiming at the smooth continuation of the Bank's activities and decision making after the depart of BoD members, in particular of executive members and members of committees, pursuant to the legislation in force, the Bank's Articles of Association and best corporate governance practices. To this end, provision is made in order to avoid, to the extent possible, the need to simultaneously replace multiple BoD members. In the event of renewal of a BoD member's term of office, the Bank's needs and the previous performance of the said BoD member shall be taken into account.
- 2.6. To ensure the introductory information and continuous training of BoD members in relation to the performance of their duties and their understanding of the Bank's governance method and their role as BoD Members. The Bank shall see to ensure that BoD members have access to relevant training programs in order to strengthen, deepen and update their knowledge. BoD members must commit sufficient time in order to complete the said training programs and to update their knowledge in general.

3 General Principles

- 3.1.** In any case, the Policy has been designed in order to satisfy the minimum regulatory requirements to which the Bank is subject.
- 3.2.** The Policy complies with the stipulations of the Bank's Operational Regulation and the Corporate Governance Code.
- 3.3.** The BoD has an adequate number of members and the appropriate composition.
- 3.4.** The Committee shall assess, on the one hand, the suitability of the candidate BoD members and, on the other hand, of the existing BoD members at least once annually or when deemed necessary.
- 3.5.** The Committee shall assess the suitability of the candidate BoD members based on the principles and criteria for candidate nomination stipulated in this Policy and shall base its decision on its own independent judgment. In the event that the Committee adopts any proposals that do not comply with this Policy, it shall provide explanations to the BoD.
- 3.6.** In the event that an existing BoD member's reputation is damaged or that the suitability criteria based on which the said member was nominated do not meet the applicable requirements, the Committee shall review the said member's suitability.
- 3.7.** Candidates may already be BoD members or Bank executives or third parties who do not participate in the Bank's corporate or executive bodies.
- 3.8.** Annex A to this Policy specifies the minimum suitability criteria for candidates in the main categories of BoD members (executive, non-executive and independent non-executive members) pursuant to the aforementioned laws and taking into account the specific description of a BoD member's functions or whether the said member participates in committees or not.
- 3.9.** The suitability assessment of BoD candidate members is conducted before they assume their duties. If this is not possible for any reason whatsoever, the assessment shall be conducted within six weeks from their appointment at the latest.
- 3.10.** During the assessment of the candidate BoD members' suitability, the Committee shall take into account the nature of the experience, knowledge and skills required by the Applicable Rules, as in force, in relation to the specific qualities of BoD members. Furthermore, it shall take into account the candidate members' character references, reputation and independence of mind, educational background, professional training, business experience, gender, age and other qualities. In particular, the Committee shall examine the description of every BoD member's functions or whether the said member participates in committees or not, the nature of their duties (executive or non-executive BoD member) and their designation as independent BoD member or not, as well as more specific incompatible characteristics or contractual obligations related to the nature of the Bank's activity.
- 3.11.** During the Committee's assessment of the suitability for nomination and proposal of members, as well as the individual and collective assessment of BoD members, the Committee shall take into account the criterion of adequate gender representation as stipulated by the Law. The adoption of the principle of diversity allows for the expression of different perspectives reflecting the social and business environment where the Bank operates and fosters trust among the involved parties.
- 3.12.** Subject to the legislative and regulatory framework, the minimum diversity criteria taken into account during the assessment of BoD members in relation to the selection, replacement or renewal of the term of office and, in general, the nomination of candidate members, as well as the assessment of existing members, shall be as follows:
 - educational and professional background, skills, knowledge and experience,
 - gender: the Banks seeks to strengthen the participation of the inadequately represented gender in the BoD and to ensure equal opportunities of election in the BoD

for men and women, provided that the conditions stipulated in this Policy are met.

- age.

3.13. BoD members must always have a good reputation and integrity, show professionalism and have adequate knowledge, skills and experience in order to perform their duties. The Committee shall continuously monitor the suitability thereof, especially in order to identify -in the light of any relevant event- any occasions on which the reassessment of their suitability is deemed necessary. In particular, in addition to the individual and collective assessment stipulated in the Committee's Regulation, suitability shall be reassessed in the following cases:

- a) when doubts arise regarding the individual suitability of BoD members or the suitability of the body's composition,
- b) in case of significant damage on a BoD member's reputation,
- c) in any event that may have a negative impact on a BoD member's suitability, including cases in which members do not conform with the Bank's Conflict of Interest Policy.

If the assessment or reassessment carried out by the Committee shows that a candidate is not suitable or an existing member is no longer suitable because one or more suitability criteria no longer apply for reasons that the member could not have prevented even if they have shown extreme diligence, the Committee shall submit a recommendation to the BoD regarding, on the one hand, the taking of the appropriate measures in order to remove/replace such member within three (3) months, and on the other hand, the taking of corrective measures -by way of exception and provided that the taking of such measures is possible and shall immediately address the reason for removal- within a predefined period, which shall be set as the case may be based on the specific circumstances and furthermore, it shall inform the Bank of Greece accordingly. The measures that the BoD may take, as needed, if it decides not to replace a member and to take corrective measures according to the aforementioned include, but are not limited to, the reassignment of duties within the BoD, the participation of the said member in a training program or the restoration of the member's reputation. In any case, the BoD members must inform the Commission about any essential change regarding them that affects their compliance with the requirements to which they are subject during the performance of their duties.

3.14. During the performance of its duties, the Committee shall take into account, on a continuous basis and to the extent possible, the need to ensure that, during the BoD decision making process, the will of one person or one small group shall not effect substantially the result in a way that harms the institution's interests as a whole.

4 Criteria of Suitability Assessment

Suitability is divided into individual and collective. More specifically:

A. Individual Suitability

The individual suitability of BoD members shall be assessed based on the following criteria. The criteria are of general nature and apply to all BoD members, regardless of their capacity as executive, non-executive or independent non-executive members.

In particular, in order for the Committee and the BoD to consider a person to be a suitable candidate, the persons under assessment:

- must meet the suitability criteria (point 4.1),
- there must be no conflict of interest with the Bank (point 4.2),
- must be able to commit sufficient time in the Bank's BoD depending on the position for which they are nominated (point 4.3),
- must have one or more characteristics specified under point 4.4.

The special impediments, obligations and conditions (e.g. stipulated in art. 3, par. 4, 5 and 6 and art. 9, par. 1 and 2 of Law 4706/2020 and art. 44, par. 1, Law 4449/2017) shall apply regardless of the suitability criteria.

4.1. Suitability Policy and Criteria

4.1.1. Good reputation, honesty, integrity and reliability: based on their history, candidates must be able to inspire the necessary trust in order to participate in the Bank's supreme management body. In this context, the Committee shall ensure that all candidates are irreproachable.

A (candidate or existing) BoD member is considered to have a good reputation if there is no objective evidence to the contrary and no reasonable doubt about this. A (candidate or existing) BoD member is not considered to have a good reputation if their personal or business conduct raises any substantial doubt regarding their ability to ensure the sound and prudent management of the Bank. For the purposes of this assessment, the said person's criminal record, any sentence or any charges against them, any sentence passed, the phase of the proceedings and the consequences of any remedial measures shall be taken into account. Furthermore, any general, including mitigating, circumstances and the seriousness of any relevant offences or administrative or supervisory sanctions against them, the time passed since then and their behavior after the offence, as well as the relevance of the offence or the administrative or supervisory measure to the proposed role shall be taken into account.

According to the aforementioned, particular importance shall be attached to offences related to breaches of financial legislation or the commission of a financial crime or tax offences or the declaration of personal insolvency.

In order for someone to be elected or to maintain their capacity as BoD member, there must be no final judicial decision issued, within one (1) year before or after the election of the member respectively, that recognizes their fault for any loss-making transactions between a company or a company that is not listed and established under Law 4548/2018 and any related parties, unless the Bank's Articles of Association stipulates a longer period than the one specified above. Every candidate member shall submit to the Bank a Declaration on Honor stating that there is no such impediment and every BoD member shall notify immediately the Bank about the issuance of a relevant final judicial decision. For the purposes of assessing a candidate or

existing BoD member's reputation, honesty and integrity, the Bank may conduct an enquiry and, subject to the legislation on the protection of private data, request any information and relevant documentation regarding any final administrative and judicial decisions against the said member, namely regarding any breaches and offences related to their capacity as a BoD member or to their no compliance with provisions of the Capital Market Commission's legislation or financial crimes in general.

4.1.2. Experience and Background candidates must have sufficient experience and a successful career in the relevant industry. They must, also, be able to prove any relevant experience that meets the requirements of this paragraph.

For the purposes of assessing a member's experience regarding any theoretical knowledge acquired through education and training as well as any practical experience acquired through any positions they occupied or professions they exercised in the past shall be examined, taking into account, inter alia, the duration of occupying such position, the size of the entity they worked for, the scale and complexity of their business activity, the functions they performed therein, the degree of their responsibility, the number of staff they oversaw, the nature of the entity's activities. Special importance shall be attached to the level and field of the theoretical knowledge and professional experience and to whether it is related to banking and financial services or other relevant areas, in conjunction with the nature, scale and complexity of the Bank's activities, the position that the member shall have in the BoD and the functions they shall assume. BoD executive members may have acquired sufficient practical and professional experience through occupying positions of responsibility or exercising a professional activity for an adequate period of time.

4.1.3. Independence of mind: the candidate and every BoD member must clearly have the ability to form and express an objective and independent opinion on all matters addressed by the BoD, to efficiently assess and provide argumentation regarding the decisions of senior management, when deemed fit, and to efficiently supervise the decision making process of the Management. Objectivity means the unbiased attitude and mentality that allows the BoD member to perform their duties, as they deem fit, and to not compromise quality. Independence means the removal of any conditions that prevent the BoD member from performing their duties in an unbiased way. For the purposes of assessing the independence of judgment, the Bank shall take into account whether all BoD members have the necessary skills including namely:

- i) courage, confidence and strength to essentially assess and question the proposals or opinions of other BoD members.
- ii) the ability to pose reasonable questions to the BoD members, namely the executive members, and to criticize, and
- iii) the ability to resist groupthink.

4.2. Absence of Conflict of Interest - Incompatibility of Functions of BoD members

4.2.1. The Committee and the BoD shall ensure that a candidate BoD member does not have any professional functions incompatible with their capacity as member of the Bank's BoD, and that the candidates' business or professional interests and relation are not in conflict, on a permanent basis, with the Bank and the Group's interests, pursuant to the stipulations of the Bank's Policy on Prevention of Conflict of Interest, the Bank's Corporate Governance Code and the applicable regulatory framework and article 97, Law 4548/2018.

4.2.2. Before their definitive election, all candidates must submit a statement that there will be no conflict of interest with the Bank following their election as BoD members.

4.3. Time Commitment

- 4.3.1.** All candidates must be able to commit sufficient time in order to perform their functions. Especially as regards non-executive and independent non-executive members, special importance shall be attached to the number of their participations in other BoDs and of their other engagements outside the Bank. Furthermore, due to the BoD Chairman's increased functions, it should be ensured that the latter is able to commit sufficient time in order to perform them.
- 4.3.2.** Pursuant to article 83, paragraph 3, Law 4261/2014 and subject to paragraphs 4-6 of the same article, BoD members are not allowed to hold more than one positions of the following combination of positions in a BoD: (a) one position of BoD executive member and two positions of BoD non-executive member (b) four positions of BoD non-executive member.
- 4.3.3.** All BoD members shall inform the Bank about any other professional activities that they may have.
- 4.3.4.** The BoD member's minimum participation in the body's meetings is 85%. A relevant reference to the BoD members' participation in the meetings of the BoD and its committees is included in the Annual Corporate Governance Statement.

4.4. Desired qualities of BoD members

In addition to the above, it is desirable that candidates have one or more of the qualities below, and that the BoD has collectively the following qualities:

- 4.4.2. Financial (theoretical and practical) experience in the banking sector:** Sufficient understanding of banking services (with emphasis placed on loans and non-performing loans management), financial services sector and the specific characteristics of financial institutions, as well as capital markets.
- 4.4.3. Financial (theoretical and practical) experience in auditing and accounting:** Sufficient understanding of audit, accounting and financial information matters.
- 4.4.4. Regulatory framework and governance:** Sufficient knowledge of the regulatory framework governing the operation, proactive supervision and reorganization of financial institutions, fighting against money laundering and terrorism, corporate governance issues under the Law and the Corporate Governance Code that the Bank applies, and legal responsibilities. Ability to assess the efficiency of the Bank's governance procedures.
- 4.4.5. Risk Management:** Ability to supervise the risk management framework including risk management culture and risk appetite framework. Ability to recognize, identify, monitor, control, evaluate, assess and hedge the main types of risk to which the Bank is or may be exposed. Understanding the main issues related to risk management and capital management.
- 4.4.6. Strategy:** Understanding the business strategy, the environment and corporate culture under which the Bank operates, including the ability to identify shareholders and other involved parties' interests (e.g. depositors, employees, independent authorities, such as the Competition Committee and supervisory authorities), economic interdependencies as well as other external factors that may affect the Bank's ability to achieve its goals.
- 4.4.7. Leadership profile:** Experience acquired in Groups ideally operating in the wider financial sector, in various areas, preferably in leading roles (e.g. BoD Chairman, CEO, or other position at senior management level).

4.4.8. Will to argue constructively during the BoD decision making: Will and intellectual and moral fiber to constructively argue, when deemed necessary, in relation with decision making and action undertaking by the Bank's executive management, maintaining the necessary team spirit and avoiding tensions.

4.4.9. Strong commitment to implement **internationally recognized best banking practices** with emphasis on corporate governance, risk management, regulatory compliance and internal audit system.

Independence: As regards an independent non-executive member, at the time of the appointment and throughout their term of office, the candidate must meet all standard independence criteria stipulated in article 9, Law 4706/2020, as in force. Moreover, the criteria set under the European Commission's Recommendation 2005/162/EC shall be taken into account, to the extent possible. BoD non-executive members, including independent non-executive members, shall have, in particular, the following obligations:

- a) To monitor and review the Bank's strategy and the implementation thereof, and the achievement of its goals.
- b) To ensure the effective supervision of executive members, including monitoring and auditing the performance thereof.
- c) To review and express an opinion regarding the proposals submitted by executive members based on the existing information.

Additional criteria regarding BoD executive members: BoD executive members, inter alia:

- a) are responsible for implementing the strategy specified by the Board of Directors and
- b) deliberate regularly with non-executive members of the Board of Directors regarding the suitability of the implemented strategy.

In situations of crisis or risk, as well as when circumstances necessitate measures to be taken that will significantly effect the Bank, i.e. in the event of decision making regarding the course of business activity and risks assumed, which decisions are expected to have an impact on the Bank's financial situation, it is mainly the executive members that shall immediately inform in written the Board of Directors, collectively or individually, by submitting a relevant report including their estimates and recommendations.

Furthermore, persons considered for the position of BoD member must ~~also~~ be willing to conclude a full-time employment contract or a provision of services agreement with the Bank and to have proven, both in the current or previous positions, that they have the experience, ability and integrity as executive members to lead the Bank (and its Group) to the achievement of its strategic objectives. Any practical and professional experience acquired in previous positions held by the candidate for a BoD executive member position shall be assessed in function with the period they occupied previous positions, the nature and complexity of the company in which the member held the position, including the organizational structure, the scope of functions, the authority to make decisions and responsibilities, the technical knowledge acquired through this position in relation to the business activity of a financial institution, understanding of the risks faced by financial institutions and the number of staff the member oversaw.

Condition in order to delegate management and representation authorities to third parties: In particular, a condition in order to delegate the Bank's management and representation authorities to third parties or in order to maintain in force such delegation is that the impediment stipulated in paragraph 5, article 3, Law 4706/2020 does not apply to the candidate and that the

third party to whom the authorities are to be delegated submits to the Bank a Declaration on Honor pursuant to paragraph 5, article 3, Law 4706/2020.

B. Collective Suitability

The BoD must be fit and proper to perform its functions and the composition thereof must contribute to the efficient management of the Bank and balanced decision making. BoD members must collectively be able to make the appropriate decisions taking into account the business model, the risk appetite framework, the strategy and the markets where the Bank operates. Furthermore, BoD members must collectively be able to substantially monitor and criticize senior management's decisions.

All areas of knowledge required for the Bank's business activities must be covered by the BoD collectively based on the adequate know-how of its members. Moreover, there must be an adequate number of BoD members with knowledge in all areas so that deliberation on the decisions that must be made is possible. BoD members must collectively have the necessary skills in order to present their opinions. The BoD composition reflects the knowledge, skills and experience required in order to perform the duties thereof. In this context, the BoD as a whole must sufficiently understand the areas for which its members are collectively responsible, and to have the necessary skills in order to substantially manage and supervise the Bank, in particular as regards:

- the Bank's business activities and the main risks related thereto,
- the strategic planning,
- the financial reports,
- compliance with the legislative and regulatory framework,
- understanding matters of corporate governance,
- the ability to identify and manage risks,
- the impact of technology to the Bank's activity,
- adequate gender representation.

In particular, adequate gender representation means at least the percentage of the total number of BoD members stipulated by the Law. The Committee shall take into account this criterion both for the purposes of nominating candidate members and submitting recommendations regarding the appointment of BoD members. The Bank shall ensure equal treatment and equal opportunities between genders in general. In addition, the Committee shall see to ensure that no one is excluded due to discrimination on the basis of gender, race, skin color, ethnic or social origin, religion or beliefs, birth, disability, age or sexual orientation (diversity criteria). This aspect extends beyond the nomination and selection of BoD members covering the provision of training to the members thereof. For the purposes of identifying deficits regarding collective suitability, the BoD shall conduct a self-assessment annually pursuant to the stipulations of the BoD and Committees Assessment Policy and the Operational Regulation of the said Committee. The assessment of the BoD by third advisors may be conducted at least every three years pursuant to the stipulations of the BoD and Committees Assessment Policy and the Operational Regulation of the said Committee.

5 Nomination Process

This process applies to the selection, replacement (including filling any vacancies) and renewal of term of office, and in general, filling one or more BoD member positions. The process regarding all BoD member positions, from the nomination until the selection of candidates, is as follows:

- 5.1. **Step 1:** the Chairman of the Committee begins exploratory discussions with members of the Committee in order to identify the main candidate BoD members taking into account any persons proposed by other BoD members or shareholders. In any case, the ability of shareholders to recommend candidates to the Committee is ensured. In this phase, a pre-selection list is drafted and the Committee conducts a preliminary assessment in order to confirm whether candidate members meet the desirable criteria.
- 5.2. Should the Committee deem it necessary, it may appoint external advisors to assist it during the nomination process and specify the remuneration thereof. During the selection of external advisors, the Committee shall ensure that there is no conflict of interest between the said advisors and the Bank.
- 5.3. **Step 2:** The Committee starts exploratory contacts with the candidates in order to confirm any interest on their part.
- 5.4. **Step 3:** The Committee shall review the resumes and the relevant information on the candidates (in conjunction with the written statements thereof) and shall assess them pursuant to this Policy and its Operational Regulation, documenting the assessment findings on a relevant document.
- 5.5. **Step 4:** The Committee shall approve the candidate selection list and, if necessary, it shall authorize the Chairman and one or more members of the Committee to interview the candidates included in the list.
- 5.6. **Step 5:** Should the Committee deem it necessary, it may also collectively interview the candidates listed before submitting a recommendation to the BoD for approval.
- 5.7. **Step 6:** The Committee shall reject or approve the candidates and submit a recommendation to the BoD.

In the cases where the BoD is responsible for the selection-replacement etc., pursuant to the stipulation of the legislation in force and the Bank's Articles of Association, it shall make the relevant decision.

In the cases where the General Meeting is responsible for the above, it shall make the relevant decision following a BoD recommendation (that takes the Committee's recommendation into account).

6 Final Provisions

This Policy shall be approved by the Bank's BoD and, subsequently, it shall be submitted to the General Meeting of Shareholders for approval and published on the Bank's website. Any modifications to this Policy shall be approved by the BoD and if they are substantial, they shall be submitted to the General Meeting for approval. This Policy and any substantial modification thereto shall apply as from the date it was approved by the General Meeting. Substantial means any modifications introducing derogations or significantly modifying the content of the Policy. This Policy shall be reviewed at least once annually or ad-hoc in case of any modifications to the legislative and regulatory framework aiming to update this Policy, if necessary. Documentation regarding the approval of the Policy and any modifications shall be kept in a relevant file (including in electronic form).

ANNEX A

DESIRABLE BoD MEMBERS PROFILE

EXECUTIVE MEMBERS

- Degree from a Greek or foreign university and postgraduate studies. A postgraduate degree in economics or finance is desirable.
- Excellent knowledge and use of Greek and English languages. Knowledge of any additional foreign languages is desirable.
- Distinguished person with at least 10 years of experience in finance or banking sector and at least 5 years of experience as a senior management executive in a major bank or finance company in Greece or abroad.
- Candidates must enjoy wide acceptance and have good recommendations from third parties.
- Proof of experience in the successful management of commercial banking or financial services.
- Excellent knowledge of Greek market.
- Experience in managing companies with an important balance sheet.
- Experience in the management of outstanding receivables.
- Cooperation, persuasion and negotiation skills.
- Independence of mind, determination, ability to quickly elaborate a realistic strategic position.

NON-EXECUTIVE MEMBERS

- Degree from a Greek or foreign university. A postgraduate degree is desirable.
- Excellent knowledge and use of Greek and English languages. Knowledge of any additional foreign languages is desirable.
- Candidates must enjoy wide acceptance and have good recommendations from third parties, appreciate the Group and wish to contribute to its development, be distinguished in the sector where they are active professionally or scientifically and have an entrepreneurial mindset and strategic thinking.
- Previous experience in respective BoD member positions is desirable.
- Possibility to commit sufficient time to the BoD and its Committees' activities. Candidates must be able to prove that they have or they can acquire the technical knowledge necessary in order to adequately understand the Bank's business activity and the risks to which the Bank is or may be exposed.
- In particular, in regard to the Risk Management Committee and the Audit Committee of the BoD, candidates must have knowledge and experience in the respective fields.

INDEPENDENT NON-EXECUTIVE MEMBERS

The criteria regarding non-executive members in addition to:

- The criteria regarding independence of mind stipulated in article 9, Law 4706/2020.

ANNEX B

CANDIDATE BoD MEMBER STATEMENT TEMPLATE

Athens, [date]

To Attica Bank SA Attn: (....)

Candidate BoD Member Statement

I hereby declare on my word of honor that all information included in my resume and any information that Attica Bank SA (hereinafter “the Bank”) may request for the purposes of my candidature for filling a member position in the Board of Directors (BoD) is true and full.

I acknowledge that the assessment process is based on the information I provide to the Bank. I acknowledge that any proposal to assume a member position in the BoD/employment offer depends on the verification of any or all of the information received by the Bank.

I hereby declare on my word of honor that no final judicial decision has been issued, within one (1) year before or after my election, that recognizes my fault for any loss-making transactions between a company or a company that is not listed and established under Law 4548/2018 and any related parties.

In regard to the said statement and the check of my criminal record or any other personal or sensitive private data, I agree to provide all relevant documents and information that shall be used exclusively for the purposes of verifying such information and assessing my candidature and shall be kept confidential by the Bank pursuant to the legislation on the protection of personal data.

The declaring party

Signature

ANNEX C

REQUIREMENT REGARDING DOCUMENTATION BY A CANDIDATE BoD MEMBER

The following information must be included in the notification of BoD members appointments:

1. Name and surname of the person to be appointed.
2. Resume that shall include the following:
 - a. full name and surname, name and surname at the time of birth
 - b. place and date of birth
 - c. address
 - d. nationality
 - e. detailed description of education and professional training
 - f. professional experience, including the name of all entities for which the person has worked and the nature and duration of duties performed, especially as regards activities falling into the scope of the position to be filled. The description of activities regarding job positions during the previous 10 years must specify the duties assigned to this person, the responsibilities regarding decision making and the activity sectors under their control, including the number of staff they oversaw.
 - g. recommendations from employers for at least the previous 3 years, if available.
3. A statement regarding any pending criminal proceedings or whether this person or any entity into the management of which this person has participated has been involved as debtor in insolvency proceedings or any other equivalent proceedings.
4. If available, criminal record copies and relevant information regarding criminal enquiries and proceedings, relevant civil and administrative actions, as well as disciplinary measures (including the removal from a company's BoD member position, bankruptcy, insolvency and similar proceedings).
5. Information, if relevant, regarding the following
 - a. enquiries, law enforcement proceedings or sanctions by a supervisory authority regarding/imposed to the person involved
 - b. refusal to grant any subscription, approval, membership or license to exercise a profession, business activity or occupation, or revocation, withdrawal or complaint regarding any subscription, approval, membership or license, or removal from a regulatory or state body;
 - c. removal from a job position or position of trust, or request to resign from such a position
 - d. any assessment of this person's reputation conducted by another competent authority in their capacity as director of a financial institution's activity (including the name of the said authority and any information regarding the findings of the said assessment)
 - d. any assessment conducted by an authority outside the financial sector (including the name of the said authority and any information regarding the findings of the said assessment)
6. Description of any financial (e.g. loans, participations) and non-financial interest or relationship (e.g. close relationships such as spouse, registered partner, permanent partner, child, parent or other relation with a person with whom the person involved resides with) of the person and their close relatives with members of the BoD and persons holding important positions in the same financial institution, the parent institution and with the shareholders exercising control.
7. A position to which the person is appointed/is going to be appointed.
8. A record of the findings of the suitability assessment conducted by the Bank.