



**RULES OF OPERATION OF THE COMMITTEE FOR THE NOMINATION
OF CANDIDATE BOARD OF DIRECTORS MEMBERS AND
REMUNERATIONS OF ATTICA BANK SA**

KANO-11/10.00/27-04-2021

Contents

REVISION HISTORY	3
ARTICLE 1: OBJECT	4
ARTICLE 2: PURPOSE.....	4
ARTICLE 3: COMPOSITION.....	5
ARTICLE 4: DUTIES - POWERS	5
ARTICLE 5: ASSESSMENT OF THE BOARD OF DIRECTORS.....	9
ARTICLE 6: OPERATION	9
ARTICLE 7: APPROVAL - REVIEW.....	11

REVISION HISTORY

Approval Date	Document Code	Approving Team	Relevant Document
31/03/2021	KANO-11/10.00/27-04-2021	Board of Directors	Circular of the CEO No. 153/27.04.2021 (according to the Board of Director Minutes No. 1340/31.03.2021)
28/08/2019	ΚΛ_Ε_ΑΥΔΣ_ΑΠ_20191029	Board of Directors	Circular of the CEO No 117/29.10.2019 (according to the Board of Director Minutes No. 1305/28.08.2019)

ARTICLE 1: OBJECT

These Rules of Operation define the composition, term, decision-making process, responsibilities and functioning of the Committee for the Nomination of Candidate Board of Directors Members (hereinafter the “BoD” or “Board of Directors”) and Remunerations of Attica Bank S.A. and Attica Bank Group (hereinafter “Bank”) that followed as a result of the absorption of the BoD Candidate Members Nomination Committee and the Remunerations Committee in one committee (Minutes of the Board of Directors No. 1303/22.07.2019, Minutes of the Board of Directors No. 1304 / 31.07.2019, Circular of the CEO No 110/07.08.2019).

ARTICLE 2: PURPOSE

1. The Committee for the Nomination of Candidate Board of Directors Members and Remunerations, abbreviated as CNR (hereinafter “Committee”) has the responsibility of carrying out the duties set forth in this Rules of Operation in order to be able to adequately support and inform the Board of Directors on all matters of the Committee’s competence.
2. The Committee is responsible for implementing the policy and procedures to be followed for the appointment of members of the Board of Directors and committees set up at Bank’s Board of Directors level. In particular, it is responsible for identifying and submitting proposals to the Board of Directors regarding persons eligible to fill the vacant positions of the Board of Directors and its committees. It also deals with issues related to the adequacy, efficiency and effectiveness of the Board of Directors both as a whole and in relation to its individual members, and with regard to the appointment of senior executives to Chief level positions and above, in accordance with the requirements of the applicable legislative and regulatory framework, the Bank’s Articles of Association, the guidelines of the European Banking Authority (EBA) and the best international practices that apply. In order to identify suitable candidates for the Board of Directors, the latter, through the Committee, evaluates its current composition and ensures that there is an effective and transparent procedure for nominating Board of Directors members, both as regards the Bank and the Group.
3. The Committee assists the Board of Directors on remuneration issues, gives a specialized and independent opinion on remuneration policies and their implementation, as well as on the proper use of incentives related to management of risk, capital and liquidity and ensures effective alignment of staff remuneration with risks which are undertaken and managed by the Bank and the required coordination between the Bank and the Group.
4. The Committee ensures that the overall remuneration policy is in line with the Bank’s and the Group’s business strategy, objectives, corporate culture, corporate values and long-term interests.
5. The Committee is accountable to the Bank’s Board of Directors regarding the performance of its duties.

ARTICLE 3: COMPOSITION

1. The Committee shall be composed of at least three (3) non-executive members of the Board of Directors, who at least in their majority, including its Chairman, are independent non-executive members. The Committee's Chairman and its members as well as the exact number of its members are appointed and determined, respectively, by decision the Bank's Board of Directors.
2. Committee members have collectively sufficient knowledge and experience in the Bank's business to be able to evaluate the appropriate composition of the Board of Directors, including the ability to nominate candidates to fill vacant positions of the Board of Directors. In addition, Committee members should have, collectively, appropriate knowledge, expertise and professional experience in remuneration policies and practices, risk management and audit activities, in particular as regards the alignment of remuneration structure with the risk and capital profile of the Bank.
3. Committee members may not hold at the same time positions or capacities or carry out transactions which could be considered incompatible due to a conflict of interest with the Committee's mission. On this condition, their participation in the Committee does not exclude the possibility of participating in other Board of Directors' committees.
4. The term of office of the Committee's members is the same as their term of office as Board of Directors' members. In the event a member leaves the Committee for any reason, such member is replaced by decision of the Bank's Board of Directors. Until the decision on the replacement is adopted, the Committee will continue to operate as long as the number of the remaining members is at least three.
5. The Committee may invite to its meetings any Board of Directors' member, a Bank executive or any other person deemed competent to assist it in the performance of the Committee's duties. The representative of the Greek State in the Board of Directors may participate as an advisory member without the right to vote on matters related to the Bank's Remuneration Policy.
6. The Committee is supported on a secretarial level by an executive of the Bank, who comes from a competent division of the Bank. The Secretary shall be appointed by decision of the Committee's Chairman and shall be recorded in the relevant minutes, unless otherwise specified in the decision on the Committee's composition.

ARTICLE 4: DUTIES - POWERS

The powers of the Committee include, but are not limited to the following:

(A): Powers related to the Nomination of Candidate Board of Directors Members.

1. Planning and coordinating the implementation of the process of determination and selecting candidate members of the Board of Directors and its committees in order to formulate proposals

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

and submit them for approval to the Board of Directors for the election of members thereto in accordance with the legislative and regulatory framework and the Bank's Articles of Association. To this end, the Committee identifies and submits proposals for approval by the Board of Directors or the General Meeting regarding candidates for the vacant positions of the Board of Directors and its committees, including any existing ones if their term of office is to be renewed, in accordance with the Policy on the Nomination of BoD Candidates.

2. The description of the individual skills and qualifications required by the Committee to fill the positions of Board of Directors' members and the estimation of the time to be devoted to the respective position.
3. The periodic and at least annual evaluation of the structure, size, composition and performance of the Board of Directors and suggestions to the Committee relating any changes it deems appropriate.
4. The periodic and at least annual evaluation of the combination of breadth, knowledge, skills and subject-specific experience of the Board of Directors' members on an individual and collective level and relevant reporting to the Board of Directors.
5. The periodic and at least annual evaluation of the Policy on the Nomination of BoD Candidates and its effectiveness, its submission to the Board of Directors for approval and suggestions to the Board of Directors on any changes it deems appropriate. Policy elements should be included in the Annual Corporate Governance Statement.
6. The periodic and at least annual review of the Bank's Policy on the Selection and Appointment of Top Executives to Chief level positions and above, its submission to the Board of Directors for approval and the submission of suggestions to the Board of Directors as to any changes it deems appropriate.
7. The validation of the appointment of senior executives under par. 2 of article 2 hereof, with the exception of the heads of the Internal Audit Unit and the Regulatory Compliance Division, appointed by the Audit Committee and the head of the Risk Management Unit, appointed by the Risk Management Committee, after consulting the Committee.
8. The consultation with the Audit Committee and the Board of Directors' Chairman regarding the Audit Committee's proposal to the Board of Directors for the appointment of the anti-money laundering and terrorist financing officer of the Bank.
9. Submitting proposals to the Board of Directors concerning its diversity policy. Especially regarding the representation of under-represented gender in the Board of Director, the Committee sets a goal and draws up a policy on how to increase the number of the under-represented gender in the Board of Directors, which it submits to the Board of Directors for approval. The purpose, policy and their implementation shall be made public in accordance with point c) paragraph 2 of Article 435 of Regulation (EU) No. 575/2013, as well as in the context of the submission of the Annual Corporate Governance Statement.

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

10. The six-month review of the independence of the independent non-executive members of the Board of Directors. as well as the senior executives on Chief level positions and above and submission of proposals to the Board of Directors on any changes it deems appropriate. To this end, the fulfillment of the criteria referred to in Article 4 of Law No. 3016/2002 regarding independent non-executive members of the Board of Directors shall be adequately considered and substantiated. Account shall also be taken, as far as possible, of the independence criteria of European Commission Recommendation 2005/162 / EC and the applicable requirements and guidelines established by the EBA and best international corporate governance practices.
11. The monitoring, on a quarterly basis, of the participation of the members in the Board of Directors and its committees and the assessment of the need to intensify participation if the mandatory minimum membership of 85% for individual members is not achieved. A report on the participation of Board of Directors' members in the meetings of the Board and its committees should be included in the Annual Corporate Governance Statement.
12. The annual review of any other significant commitments by Board members outside the Bank and the assessment of the need to intensify their employment in the operation of the Board of Directors. In this context, the Committee checks, inter alia, the compliance of the obligation on the one hand of the executive members of the Bank's Board of Directors not to hold more than two non-executive Board member positions simultaneously and on the other hand of the non-executive members of the Board of Directors of the Bank not to hold more than four non-executive Board member positions simultaneously. For the purposes of this section, participation in board of directors of non-profit-making entities are not taken into account.
13. Assessing of the existing or potential conflicts of interests of the Board of Directors' members as well as Senior Executives of Chief level positions and above with those of the Bank, including transactions of the BoD' members or senior executives of Chief Level positions with the Group, and submission of relevant proposals to the Board of Directors, in accordance with the Bank's Rules of Internal Operation and best international corporate governance practices. The reports of the Internal Audit and Regulatory Compliance Divisions, which refer to corporate governance issues, are also communicated to the Committee.
14. The approval of programs concerning the drafting and supervision of the implementation of an introductory update for the new Board of Directors members and a periodic training program for existing Board of Directors members in the performance of their duties and in accordance with the Board of Directors needs.
15. Reviewing periodically the succession planning for top executives and submitting relevant information to the Board of Directors.
16. The opinion on the Bank's organizational chart and any amendments thereto that the Board of Directors' executive members propose to the Board for approval.
17. Ad hoc, where appropriate, provision of adequate information to the General Meeting of shareholders on the activities of the Committee.

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

18. Informing its members, especially within the context of their participation in the Board of Directors, about strategic issues and substantive changes in the Bank's operational policy.

(B): Remuneration Policy Responsibilities

1. Submits proposals on the Remuneration Policy of the Bank's and the Group's personnel, including those affecting the risks involved, and their management, and makes proposals to the Board of Directors to adopt decisions. In preparing these proposals, the Remuneration Committee shall take into account the long-term interests of shareholders, investors and other stakeholders in relation to the Bank as well as the public interest, focusing on the long-term prudent and sound management of the Bank and the deterrence or minimization of conflicts of interest that may have an impact on such management. The Committee shall also submit proposals to the Board of Directors as regards the remuneration of the Management, in particular the Board of Directors' executive members, the independent (third party) non-members to the Board of Directors, Chairman and Members to the Audit Committee, as well as those of the highest remunerated employees of the Bank and the Group, in accordance with its applicable Policy. Furthermore, it assists and submits proposals to the Board of Directors on any issues concerning the members remuneration in case of early termination of the Contract for the Provision of Services, which they have concluded with the Bank, in accordance with its respective Policy.
2. Directly supervises the remuneration of the senior executives of the Risk Management Division, the Regulatory Compliance Division and the Internal Audit Division.
3. It informs, advises and assists the Board of Directors on the planning, formulation, review and oversight of the implementation of the Remuneration Policy and supports the Board of Directors.
4. It evaluates the mechanisms and systems established to ensure that the remuneration system takes due account of the levels of all types of risk, liquidity and capital and that the Remuneration Policy, as a whole, promotes and is consistent with the sound and effective risk management and is in line with the business strategy, objectives, corporate culture and corporate values, as well as with the long-term interests of the Bank.
5. It proposes corrective actions, if it finds that it is impossible to implement the Remuneration Policy established or any deviations from its implementation. These corrective actions may relate to proposals for updating the relationship between remuneration, incentives, risks and workload.
6. It ensures the proper consultation of the relevant Units and Divisions of the Bank (Risk Management, Regulatory Compliance, Internal Audit, Human Resources, Strategic Planning) in the preparation, revision and consistent implementation of the Remuneration Policy, as well as external experts, when deemed necessary by the Board of Directors.
7. It assesses the achievement of performance targets and the need for ex-post risk-based adjustment.
8. It examines various scenarios to establish how remuneration policies and practices are affected by external or internal events and performs back tests of the criteria used to determine

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

remunerations and prior adaptation based on the risk according to the actual results of the risks.

9. It evaluates or proposes the appointment of external experts regarding the provision of advisory or support services with respect to remuneration.
10. It ensures the adequacy of the information provided to shareholders on remuneration policies and practices, particularly in relation to the ratio between fixed and variable remuneration, if any.
11. It receives and evaluates the reports submitted periodically by the Internal Audit Department, at least annually, by which the said Department submits its findings from the central and independent internal audit of the Remuneration Policy it carries out and its proposals for any revision of the applicable Remuneration Policy, in particular with a view to avoiding the creation of incentives for excessive risk-taking or other behavior incompatible with the Bank's objectives.
12. The Committee evaluates its work on a periodic basis and at least annually in accordance with the Policy on the Nomination of BoD Candidates of the Bank.

ARTICLE 5: ASSESSMENT OF THE BOARD OF DIRECTORS

1. The Committee, in carrying out its duties, shall take into account, on an ongoing basis and to the extent possible, the need to ensure that when the Board of Directors adopts decisions, the will of an individual or a small group does not play a material role in a manner that affects the interests of the Bank as a whole.
2. The Committee ensures that the assessment of suitability of the Board of Directors members at an individual and collective level is carried out prior to their appointment. To this end it cooperates both with other Committees (e.g. Risk Management and Audit Committee) as well as with internal divisions (for example Human Resources, Legal or Audit divisions).
3. The Committee records at a special document and reports to the Board of Directors the outcome of the assessment of collective suitability, even if no recommendations on changes in its composition or other measures are made. Recommendations may include, but are not limited to, training, change of procedures, measures to reduce conflicts of interest, the appointment of additional qualified members and the replacement of Board members.
4. The Board of Directors which is responsible for defining the final suitability assessments, takes note of the relevant report and decides on those recommendations and, in the event of their non-adoption, substantiates the reasons on which this decision is based.

ARTICLE 6: OPERATION

1. The Committee meets at least four times a year and whenever deemed necessary by a member or the Board of Directors and shall be convened in a meeting (regular or extraordinary) by its Chairman.

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

2. The meeting program is set by the Chairman of the Committee, who sends (through the Committee Secretary) a relevant invitation to the members, chairs its meetings, proposes the topics to be discussed and generally coordinates and supervises its work. In the absence of the Chairman, the oldest of the present Members shall preside over the Committee.
3. The Committee is in quorum when half of its members plus one are present at the meeting. Meetings can be held either by the physical presence of its members or by teleconference. A member of the Committee who is absent, without a reason, for three consecutive meetings may be replaced by a Board of Directors' decision. It is possible to sign the minutes without a meeting taking place, the provisions of article 94 of Law No. 4548/2018.
4. The Committee's decisions are taken by majority vote. In the event of a tie, the Chairman's vote shall prevail. In the event of a non-unanimous decision on any matter, the minority's views shall be recorded in the minutes of the Committee. Only its members shall be entitled to attend meetings of the Committee. The Committee may, however, invite other persons to its meetings, such as the CEO, other Board members, the Head of the Human Resources Unit, the Head of the Regulatory Compliance and Corporate Governance Unit or any other person, including any other person external consultants, where such person is deemed competent to assist it in the performance of its duties.
5. The Secretary, by order of the Chairman, shall draw up the daily agenda, which, together with the required documents and other information, shall be distributed to the members of the Committee at a reasonable time before the meeting, so that members can study them and formulate any questions or opinions.
6. The duties of the Secretary of the Committee include assisting its Chairman in drawing up the dossier of the agenda and distributing it to members, keeping minutes and ensuring that they are signed and transmitted as well as the responsibility for keeping the relevant record of the Committee. The minutes of the meetings of the Committee shall be certified by the Chairman and signed by all members. Validation of copies and extracts of Committee's minutes is done by its Chairman. The transmission of the agenda and the relevant minutes of decisions may be forwarded to inform Board members, if this is expressly provided for in its decision.
7. In the event of a succession plan discussion, the person concerned may not attend the meeting. In addition, a member of the Committee shall not be allowed to attend, participate and vote during the discussion on a matter which is of direct and individual concern to him or her and has a conflict of interest. Exceptionally in this case, the presence of the members of the Committee save for those who are unable to attend is sufficient for the existence of a quorum. In the latter case, if there is a tie between the other members, their different positions will be forwarded to the Board of Directors to adopt a decision.
8. The Chairman of the Committee briefly informs the Board of Directors on its works after each meeting.
9. Access to the minutes by non-members of the Committee shall be permitted only upon the express

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

approval of the Chairman or the Committee. Copies of the minutes may be issued and / or validated only upon the written approval of the Chairman of the Committee. Approval shall be kept at the Secretary's office.

10. In carrying out its duties, the Committee has been authorized by the Board of Directors to use the appropriate resources and obtain any legal or other professional advice from external partners / advisors, provided that there is no conflict of interest. To meet this objective it is provided with appropriate funding.
11. The Committee prepares and submits to the Board of Directors an annual summarized report of its work, including a report on the review of the adequacy of these Rules of Operation, the implementation of the legislative and regulatory framework on remuneration policy issues and proposals to the Board of Directors for any changes it deems appropriate.
12. It also provides, where appropriate and where necessary for decision-making by shareholders, sufficient information on the powers exercised by the shareholders at the General Meeting of the Bank's shareholders.
13. The Committee shall cooperate with other committees whose activities may have an impact on the design and proper functioning of remuneration policies and practices in accordance with their Rules of Operation (as indicated by the Audit Committee). Given that the Committee, without prejudice to the Remuneration Committee's tasks, examines whether the incentives provided by remuneration policies and practices take account of risk, capital, liquidity and the timing of earnings, a member of the Risk Committee participates in its meetings and vice versa.
14. The Committee shall exercise its powers without obstruction and shall have access:
 - to all information that it deems important for the correct exercise of its duties, communicates with management executives and employees, within its responsibilities, and cooperates, where necessary, with all other Board of Directors' committees.
 - to advisory reports from Management Committees, Risk Management, Regulatory Compliance and Internal Audit Units, Group companies and external experts, which have been formulated independently of senior management consulting reports and on behalf of those executives,
 - to all data and information regarding the decision making process of the Board of Directors on the formulation and implementation of the Remuneration Policy,
 - to all data and information held by the Risk Management, Internal Audit, Regulatory Compliance Unit in a manner that does not interfere with the Bank's normal business activities, and all data and information related to the planning decision-making process and the implementation, monitoring and evaluation of remuneration policies and practices.
 - The Commission has sufficient financial resources to fulfill its tasks

ARTICLE 7: APPROVAL - REVIEW

**COMMITTEE FOR THE NOMINATION OF CANDIDATE BOARD OF DIRECTORS MEMBERS
AND REMUNERATIONS OF ATTICA BANK**

1. The Rules of Operation are approved by the Bank's Board of Directors.
2. The Rules of Operation may be revised on a regular basis, at least annually or occasionally depending on changes in parameters adopted during the regular revision.
3. The Committee is responsible for preparing the revisions of the Rules of Operation, assisted by the units responsible for monitoring the Bank's corporate governance (e.g. Regulatory Compliance etc). The same applies, of course, to the revision of the Policies under its competence (such as, for example, the Policy on the Nomination of BoD Candidates, the Remuneration Policy, the Policy for the Suitability of Board of Director Members etc.).