

## **NOMINATION, CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE**

### **1. General**

Following the completion of the transformation of the Bank, from a credit cooperative to a société anonyme, the Board of Directors, during its meeting on 07.09.2020, decided to harmonize the purpose, responsibilities and way of operation of the Board Member Candidate Nomination Committee (hereinafter "the Committee") with the provisions of article 80 of L. 4261/2014.

The Committee is a Committee of the Board of Directors. Review, on a regular basis, the application of the present Regulation and make recommendations to the Board of Directors for any amendments it deems appropriate.

The present Regulation as well as any amendments thereto, shall be posted on the Bank's website, following their approval by the Board of Directors.

### **2. Term - Members**

The Committee consists of at least three non-executive members of the Board of Directors, the majority of whom shall be independent. The Chairman of the Committee shall be one of the independent non-executive members. The members of the Committee shall, as a whole, have knowledge and experience in personnel management and overall supervision of the Bank's operations, activities, strategic needs and objectives as well as in matters related to ESG.

The term of office of its members coincides with the term of office of the Board of Directors, with the possibility of renewal of their appointment. In any case, the term of office of the members may not exceed nine (9) years in total.

### **3. Operation**

The Committee shall meet upon invitation of its Chairman, at a time and place to be determined by him. The invitation, which may also be sent by e-mail, shall specify the agenda and the time and place of the meeting.

The Committee may also meet by videoconference (for all or some of its members).

A quorum is present and a valid meeting of the Committee is held when at least two members are present, while participation by proxy is not allowed. Decisions of the Committee shall be reached by a majority of the members present.

Minutes of the meetings of the Committee shall be kept and checked by the Chairman and signed by the Chairman, the members of the Committee and the Secretary of the Committee. The signature of the members may be replaced by an exchange of e-mails or any other electronic means. If a member of the Committee votes against a decision, the reasons for the dissent shall be recorded. The Secretary of the Committee shall be responsible for the recording and keeping of the minutes. The agenda shall be circulated to the members of the Committee no later than the day before the meeting.

The Chairman of the Committee shall inform the Board of Directors of its work.

## **4. Main Responsibilities**

The main purpose of the Committee is to assist the Board of Directors in the performance of its duties in relation to the establishment of an effective and transparent procedure for the selection of suitable candidates, as well as with the internal governance framework and ESG issues.

The duties and responsibilities of the Nomination, Corporate Governance and Sustainability Committee include the following:

### **A. Nomination Committee**

1. The formulation of proposals to the Board of Directors, in relation to the preparation, revision and implementation of the Board Members' Suitability Policy.
2. The nomination of both the candidates for the Board of Directors, on the basis of a clearly defined procedure. This procedure consists of the following steps:
  - The definition of a targeted composition profile of the Board of Directors, based on the Bank's strategy and needs, as well as the Board Member Suitability Policy.
  - The identification of gaps in the skills required to achieve the above composition profile for example by mapping the existing skill set of the Board of Directors against the skills required to meet the Bank's needs (skills matrix) and the subsequent identification of the position to be filled, through a detailed description of the role of the position in question, as well as the qualifications and time required to fulfil this role.
  - The selection of suitable persons from a broad pool of candidates, taking into account the criteria set out in the Board Member Suitability Policy, including an interview process with the candidates.
  - To submit a proposal to the Board of Directors with the selected candidates, so that the Board of Directors can then inform the General Assembly.
  - The effective implementation of the Gender Diversity Promotion Policy in the composition of the Board of Directors and in particular that there is sufficient gender representation - at least 25% of the total number of Board members and that women and men have equal opportunities to be selected as candidates and that gender-neutral practices are applied.
  - The application of the detailed procedures described in the "Policy for the Evaluation of the Suitability of Board Members".
3. To periodically evaluate, at least annually, the Board of Directors and its Committees at the collective level, as well as the Chairman, the CEO and the other members of the Board of Directors at the individual level and to review the renewal needs of the Board of Directors.
4. The preparation, updating and submission to the Board of Directors for approval of a succession plan for the members of the Board of Directors, the CEO.
5. The formulation of proposals to the Board of Directors, for the design and implementation of an induction program for new Board members, as well as the plan for the continuous training of Board members, based on the Board Member Suitability Policy.

In carrying out its duties, the Committee shall take into account on an ongoing basis and to the extent possible, the need to ensure that, in reaching decisions the Board of Directors, the will of an individual or a small group is not substantially influenced in such a way as to prejudice the interests of the institution as a whole.

## **B. Corporate Governance**

1. Ensures the operation of organised lines of communication for the purpose of gathering and exchanging information between the Committees of the Board of Directors and executive bodies of the Bank.
2. Ensures and periodically assesses the effectiveness of the Bank's internal governance framework through self-assessment and proposes to the Board of Directors appropriate measures to address any insufficiencies identified.
3. Informs the Board of Directors on an annual basis of current trends and developments in the area of corporate governance, including best practices and relevant regulations.
4. Evaluates every three (3) years the corporate governance framework (organisational structure, regulations and policies) with the assistance of external independent bodies for its compliance with the applicable legislation, regulatory requirements and international best practices in corporate governance, with a view to strengthen the risk-taking and risk management framework and ensuring effective oversight of executive management.

## **C. Sustainability**

1. Reviews on a periodic basis current and emerging trends and regulatory developments on issues related to the Environment, Society and Governance sectors, which may have a significant impact on the Bank's activities, highlighting to the Board of Directors areas where action may be required.
2. Oversees the implementation of the Bank's policies on issues related to the Environment, Society and Governance sectors.
3. Oversees reporting on sustainability issues to Stakeholders, in collaboration with the Audit Committee and Risk Management Committee.
4. Oversees the Bank's alignment with sustainability-related requirements.
5. Acts as the final liaison and the relevant Committee of the Board of Directors on all sustainability-related issues and in the areas of Environment, Society and Governance and forwards the respective comments and feedback of all Committees of the Board of Directors.
6. Reviews at least once a year the Political Viability on Sustainability and on issues related to the areas of Environment, Society and Governance and, if necessary, submit proposals for amendments and recommends its approval to the Board of Directors.
7. Evaluates and monitors the implementation of each Action Plan for the integration of ESG criteria in the Bank (e.g. SSM expectations action plan).
8. Monitors the training of the members of the Board of Directors on ESG matters.

The Committee may use any resources it deems appropriate, including external consultants, and shall be provided with appropriate funding for this purpose. In addition, it may invite to its meetings, whenever it deems appropriate, any member of the Board of Directors, any officer of the Bank or any other person it deems appropriate to assist in its work.

It should be noted that the Committee's Rules of Procedure do not replace those laid down by the relevant legislative, regulatory and supervisory provisions, which in any case prevail. Any revisions thereto shall be approved by the Board of Directors upon recommendation of its Chairman.