Effective as of 02 November 2026
Approved by the Supervisory Board Meeting Minutes #412/459

NOMINATIONS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE

JSC LIBERTY BANK

Contents

1. Preamble 2

2. Membership 2

3. Committee meeting and quorum 2

4. Participation in Committee meetings 3

5. Functions and responsibilities of the Committee 4

5.1. Nominations 4

5.2. Remuneration 5

5.3. Corporate Governance 5

6. Nature of the Committee's authority 6

7. Other Matters 6

8. Confidentiality obligations 7

9. Final provisions 7

1. Preamble

These terms of reference define the main principles, goals, objectives, functions, rights and responsibilities of the Nominations, Remuneration and Corporate Governance Committee (the "**Committee**") of JSC Liberty Bank (the "**Bank**") and the authority delegated to the Committee by the Supervisory Board (the "**Supervisory Board**") to monitor the composition, nomination, appointments, succession and effectiveness of the Supervisory Board and the Management Board (the "**Management Board**"), to oversee the remuneration policies and general corporate governance related matters so that they comply with the Bank's culture, best practice, regulatory requirements, long-term business strategy and risk appetite of the Bank.

2. Membership

2.1. The Committee is a permanent committee duly established by a decision of the Supervisory Board and it reports to the Supervisory Board.

2.2. The Committee shall consist of at least 3 (three) members, all of whom shall be non-executive members of the Supervisory Board. The Committee shall have sufficient number of independent members at any given point.

2.3. The Chairman of the Committee (the "**Chairman**") shall be elected by the Supervisory Board from among the members of the Committee provided that the Chairman shall be an independent Supervisory Board member. In the absence of the Chairman, the remaining Committee members present shall elect one of themselves to chair the meeting;

2.4. The members of the Committee shall collectively have the knowledge, skills and experience appropriate to the nature, scale and complexity of the Bank's activities, including its status as a systemically important bank;

2.5. Members are appointed in the Committee and may be removed therefrom at any time by the Supervisory Board. Committee membership ends when a person ceases to be a member of the Supervisory Board, resigns from the Committee by written notice sent to the Chairman at least 30 (thirty) calendar days prior to the effective resignation date, or the Supervisory Board adopts a decision to remove a member from the Committee. If as a result of removal/resignation of a Committee member, actual number of members in the Committee falls below the minimum threshold determined under current terms of reference, the Supervisory Board shall fill the vacant seat in the Committee within 30 (thirty) days, to enable the Committee to fulfil its duties.

3. Committee meeting and quorum

3.1. Meetings of the Committee shall be held at least semi-annually. Extraordinary Committee meetings shall be held as required. Both scheduled and extraordinary meetings may be convened by the Management Board either at its own initiative, or following a formal request sent by any Committee member. If the meeting convocation is requested by a Committee member, such member may also determine the meeting agenda and send the proposed agenda to the management board together with a formal request of meeting convocation. The management board shall convene the meeting within 5 (five) working days following such request, considering that in any event, the meeting shall be convened at least 5 (days) prior to the scheduled meeting date. If the management board does not convene a Committee

meeting as indicated under present paragraph, the Chairman shall be authorized to convene the meeting and determine the meeting agenda;

3.2. The Committee may also meet without the attendance of the management board if requested by a Committee member, or following the Chairman's initiative in his/her sole discretion. In such case the Chairman shall convene the meeting in accordance with the timelines set forth in paragraph 3.1;

3.3. A quorum is a majority of the members, including the Chairman. A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise its authorities. The Committee makes decisions by majority of votes of the members present and in the event of an equality of votes, the Chairman (or other person chairing the meeting) shall have a casting vote;

3.4. The secretary of the meeting (the "**Secretary**") shall be appointed by the Committee. The Secretary is not a member of the Committee, has no vote and acts independently of the management board in performing his/her functions;

3.5. A notice on convocation of a Committee meeting shall be sent to each member of the Committee together with the agenda and supporting materials. Urgent meetings, when the management board considers a delay in meeting convocation may harm the Bank's interests, may be convened on shorter notice than indicated in paragraphs 3.1-3.2 of the present terms of reference;

3.6. Committee meeting may be held via telephone, video conference calls or other means of electronic communication;

3.7. Notices, agendas and any other supporting documents may also be sent in electronic form;

3.8. The minutes of the meeting shall be drawn up by the Secretary within 10 (ten) working days after the meeting, shall record the Committee attendance, adopted decisions, votes cast, declared conflicts of interest, recommendations/explanations given by the Committee members and other attending persons, dissenting opinions (if any), and shall be signed by the Chairman (or other person chairing the meeting) together with the Secretary. In case of any conflicts of interest or any other reasonable grounds, the signature of the minutes may be delegated to any other member of the Committee. The minutes shall be circulated to all Committee members, made available to the Supervisory Board and retained for the period as may be required by the applicable laws and banking regulations.

3.9. The Committee may adopt decisions, without a formal meeting held, by written resolution circulated to all members, if approved by a majority of all members and no member requests that the matter be discussed at a meeting. It shall be recorded in the minutes, signed by the Chairman and the Secretary and become available to the Committee members and the Supervisory Board.

4. Participation in Committee meetings

4.1. Only members of the Committee have absolute and unconditional right to attend the Committee meetings. However, the General Counsel (the **"GC"**) and a representative of the Bank's corporate governance unit shall, in general, attend the meetings unless there is a reasonable and justified cause for being absent on the meeting. Furthermore, other members of the management board, the chief compliance officer, the head of internal audit, the head of HR and any other individuals as may be requested or invited by the Committee may also

attend all or part of any meeting. The Committee may at any time require any invitee to leave the meeting;

4.2. Where the business of the Committee meeting includes the review of actual or potential conflicts of interest of the Committee member, such affected member shall not participate in the review or discussions or decisions of the Committee which relate to that member and therefore, the quorum of the meeting and/or the minimum votes of attending members necessary to adopt a Committee decision shall be calculated from the number of remaining Committee members having no conflicts of interest.

5. Functions and responsibilities of the Committee

5.1. Nominations

5.1.1. The Committee will regularly review the structure, size and composition of the Supervisory Board, its committees and the management board, taking into account the results of the Supervisory Board and/or management board performance evaluation process, and recommend any changes to the Supervisory Board;

5.1.2. In making recommendations on the composition of the Supervisory Board committees, the Committee shall consider the benefits of cross membership on Supervisory Board committees and the benefits of refreshing of the committees to promote fresh perspectives;

5.1.3. The Committee shall be responsible to the Supervisory Board for leading the process of identifying and nominating candidates for approval, in accordance with a documented selection procedure and the requirements of the NBG;

5.1.4. The Committee will from time to time evaluate the balance of skills, experience, independence, knowledge and diversity of the Supervisory Board and its committees and prepare recommendations for promotion of additional members or rotation among the committees;

5.1.5. The Committee shall give full consideration to succession planning for members of the Supervisory Board and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Bank and the skills and expertise needed in the future, including an emergency succession plan for the Chief Executive Officer and other key positions;

5.1.6. The Committee shall assess the suitability of candidates and of current members of the Supervisory Board and the management board, including in terms of their knowledge, skills, experience, reputation, honesty, integrity and time commitment;

5.1.7. The Committee shall periodically assess whether the members of the Supervisory Board designated as independent members continue to meet the independence criteria and report to the Supervisory Board if the independence is jeopardised or may be under threat to be compromised;

5.1.8. The Committee shall review the number of other positions simultaneously held by members of the Supervisory Board and the management board, so that such positions are not in conflict with the applicable regulatory requirements and each member can devote sufficient time to the Bank, and recommend measures for refreshing the Supervisory Board if necessary;

5.2. Remuneration

The Committee shall:

5.2.1. Prepare, review and update, as appropriate, the remuneration policy of the Bank designed for the remuneration of the management board members and other material risk takers of the Bank, and recommend to the Supervisory Board, in order to align the interests of the Bank and its key employees and to at the same time to ensure compliance with the applicable regulatory requirements;

5.2.2. Monitor that the remuneration system approved by the Supervisory Board is implemented in practice and award/vesting of cash and non-cash components are made in compliance with approved renumeration system in all material respects;

5.2.3. Review and update the list of material risk takers of the Bank, identified in accordance with the applicable regulatory criteria and recommend to the Supervisory Board for the approval;

5.2.4. Assess the performance of annual KPIs (key performance indicators) of the management board and other material risk takers of the Bank and make respective recommendations to the Supervisory Board on fixed and variable remuneration of the management board and the variable remuneration to be awarded to other material risk takers of the Bank;

5.2.5. review the terms and conditions of the service contracts to be executed with the management Board members and recommend to the Supervisory Board respectively;

5.2.6. Ensure that contractual terms of any payments made to the management board members, including the annual variable remuneration and severance payment, are fair to the individuals and the Bank;

5.2.7. Ensure that the Bank's risk appetite, capital and liquidity are taken into account when the variable remuneration pool and individual awards are determined for the management board members and other material risk takers;

5.2.8. In determining the Remuneration Policy, the Committee shall take into account all factors which it deems necessary including relevant legal and regulatory requirements, interests of members and other stakeholders. The objective of the Remuneration Policy shall be to ensure that the management board and other material risk takers are provided with appropriate incentives to encourage enhanced performance and are awarded for their individual contributions to the success of the Bank in a fair and responsible manner, without promoting the undue taking of risk. The Remuneration Policy shall have regard to the risk appetite of the Bank and alignment to the strategic long-term goals of the Bank and incorporate measures aimed at avoiding conflicts of interest. The remuneration system will ensure that remuneration is competitive at a level which will enable the Bank to attract, retain and motivate respective executives. It shall be gender-neutral, shall set the ratio between fixed and variable remuneration, and shall provide for risk adjustment, deferral, malus and clawback of variable remuneration in accordance with the applicable regulatory requirements;

5.3. Corporate Governance

The Committee shall:

5.3.1. Ensure that the Supervisory Board makes self-assessment of its effectiveness at least annually and by the independent evaluator at least once in each consecutive three years;

5.3.2. Analyse the strengths and weaknesses of the Supervisory Board's performance based on paragraph 5.3.1 and recommend to the Supervisory Board on necessary actions to be taken;

5.3.3. Monitor the Bank's compliance with the Corporate Governance Code for Commercial Banks and recommend to the Supervisory Board of any action to be taken;

5.3.4. Monitor developing trends, initiatives or proposals in relation to legal developments, governance issues and best corporate governance practice in order to determine the extent to which the Bank's overall corporate governance system may be improved and provide respective recommendations to the Supervisory Board;

5.3.5. Periodically report before the Supervisory Board on key areas of the decisions adopted and the activities done by the committees within their respective competences;

5.3.6. Assess whether the Supervisory Board and the committees receive sufficient information and periodic reports from the management board which may be reasonably required for proper corporate governance;

5.3.7. Oversee the Bank's code of conduct and business ethics, anti-corruption policy, whistleblowing and other key policies related to corporate governance and recommend to the Supervisory Board about any room for the potential improvement in such policies;

6. Nature of the Committee's authority

6.1. In these terms of reference: "review" means to examine, challenge and form a view, and where appropriate recommend; "oversee" means to monitor on an ongoing basis and require management to remedy deficiencies; "recommend" means to submit a proposal on which the Supervisory Board or the shareholders decide; and "approve" means to decide with binding effect. The Committee approves only where these terms of reference expressly say so, or where the Supervisory Board has delegated that power to it in writing.

6.2. The Management Board remains responsible for the day-to-day management of the Bank, including the issues foreseen under present terms of reference, and the Committee shall not assume management functions. Matters reserved for the exclusive jurisdiction of the Supervisory Board under the applicable law, including the approval of the Bank's key policies, the list of material risk takers, appointment of members of the Management Board and determination their renumeration, shall remain with the Supervisory Board.

7. Other Matters

7.1. The Committee shall have access to sufficient resources in order to carry out its duties;

7.2. The Committee shall from time to time but, at least once in each 3 (three) years, review these terms of reference and recommend any necessary changes to the Supervisory Board;

7.3. The Committee is authorized by the Supervisory Board to (a) seek and request any information it requires from any employee of the Bank in order to perform its duties, (b) consult, at the Bank's expense, such persons as it deems appropriate in the performance of its obligations, including to obtain outside legal or other professional advice on any matter it believes necessary to do so, (c) call any employee to be questioned at a meeting of the Committee as and when required, (d) have full access to the Bank's records, systems, data and premises relevant to its remit;

7.4. The management board and employees of the Bank shall provide the information and attendance requested by the Committee promptly and in any event prior to the scheduled meeting. Any failure to do so shall be reported to the Committee in advance.

8. Confidentiality obligations

Members of the Committee and other persons who attend a meeting of the Committee must maintain confidentiality on reports and documents they have received and on the contents of discussions and deliberations, as well as on all confidential information and secrets of the Bank, including operating and business information and information about candidates, members and staff, including their remuneration, which came to their attention as a result of their activity on the Committee. These obligations continue after a person ceases to be a member or attendee. Personal data shall be processed in accordance with the applicable personal data protection legislation.

9. Final provisions

9.1. The Committee shall review the present terms of reference periodically, but at least once in each three years and recommend to the Supervisory Board on proposed amendments, if it considers necessary or reasonable.

9.2. These terms of reference take effect immediately upon approval by the Supervisory Board and shall supersede the version effective as of 24 July 2019.

9.3. In case of any conflict between the present terms of reference and the applicable law and banking regulations, respective provisions of the applicable law/regulation shall prevail.