

DECISION

on determining remuneration of the members of the Audit Committee
of Stopanska Banka AD - Skopje

On the basis of Article 26 of the Statute of Stopanska Banka AD - Skopje (A.D.No.438/31.05.2022, revised text), the Shareholders Assembly of Stopanska Banka AD - Skopje, on the meeting held on --.7.2024 passed a

DECISION

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of Stopanska Banka AD - Skopje

1. The Shareholders Assembly of Stopanska Banka AD – Skopje hereby determines that the members of the Audit Committee of Stopanska Banka AD – Skopje, are entitled to the following remuneration (in net amounts):
 - a. Audit Committee Chair: € 6k annually
 - b. Audit Committee member: € 4k annually

2. This Decision shall enter into force on the day it is passed.

A.D. No. _____
_____. 2024
Skopje

SHAREHOLDERS ASSEMBLY

Chairperson

EXPLANATORY NOTE

As stipulated by the Banking Law and the Statute of Stopanska Banka AD – Skopje (SB), the remuneration of Audit Committee members is determined by the Shareholders Assembly, following the principles outlined in the Bank’s Remuneration Policy.

Current Remuneration Structure

The last decision on the remuneration of the Audit Committee members was passed in 2012, setting the remuneration at EUR 200 monthly net per member.

Rationale for Adjustment

Given the evolving banking landscape, there is a recognized need to align the Bank’s remuneration structure with market levels.

To ensure competitiveness and fairness, the Bank conducted a benchmark survey. This analysis, combined with the Target Board Profile of the Supervisory Board, suggests the following revised remuneration for Independent and/or Ex-NBG Executive Members:

Proposed Remuneration (Net Amount):

- a. Audit Committee Chair: € 6k annually
- b. Audit Committee member: € 4k annually

NBG SA executives participating in the Audit Committee shall not receive any remuneration for their participation, maintaining the current approach.

Conclusion

The proposed remuneration structure aligns with market standards. It is recommended that the Shareholders Assembly approve this proposal to ensure the Audit Committee’s effectiveness, loyalty, and satisfaction.

Skopje, June 2024