

DECISION

on approval of the Report on the operation of the
Supervisory Board of Stopanska Banka AD – Skopje in 2024

On the basis of Article 26 of the Statute of Stopanska banka AD – Skopje (470/31.05.2024, revised text), the Shareholders Assembly on the meeting held on 30.5.2025, passed

DECISION

on approval of the Report on the Operations of the
Supervisory Board of Stopanska banka AD – Skopje in 2024

1. The Report on Operation of the Supervisory Board of Stopanska Banka AD – Skopje in 2024 is hereby APPROVED.
2. The Report on Operation of the Supervisory Board of Stopanska Banka AD – Skopje in 2024 is an integral part of this Decision.
3. This Decision shall enter into force on the day it is passed.

A.D. No. _____
31.05.2025
Skopje

SHAREHOLDERS ASSEMBLY

Chairman

REPORT

on the operations of the Supervisory Board of Stopanska banka AD – Skopje in 2024

During the 2024 fiscal year, the Supervisory Board of Stopanska banka performed its duties with diligence and in full compliance with the regulatory requirements, the SB Statute, its Rules of Operations and the NBG Group standards, supporting the good corporate governance and safety of the Bank.

The Supervisory Board was always involved in decisions of fundamental importance for the Bank and was actively involved in the monitoring of the Bank's operations, being informed regularly about the major issues of Stopanska banka. Specifically, the Supervisory Board regularly reviewed the comprehensive reports on the financial and commercial operations of Stopanska banka, its Business Plan, the reports of the supervisory authorities and the Internal audit division, the quarterly compliance reports, various policies, etc. In addition, the Supervisory Board was informed about the significant changes in the relevant legislation and the internal audit matters.

As explained in more details in the following part of the Report, the Supervisory Board successfully contributed towards the protection and promotion of the long-term interest of the Bank.

1. Manner of performing the Supervisory function

The meetings of the Supervisory Board were held in accordance with the regulatory requirements, i.e. at least one meeting per quarter. In 2024, the Supervisory Board organized 6 regular meetings, where it addressed all-important issues in accordance with its duties and responsibilities. Between the meetings, various items were reviewed/approved with written statement on 9 occasions.

The Supervisory Board held its meetings in accordance with the Annual Working Plan 2024 and in line with its responsibilities determined by the Law on Banks and the internal acts.

1/ The Supervisory Board was timely informed of all significant developments within the Bank and country through the quarterly Reports on macroeconomic developments and financial and commercial operations of the Board of Directors.

2/ The Supervisory Board approved Stopanska Banka's Business Plan and Development Policy for the 2024-2026 period and actively oversaw its execution along with the Bank's overall activities. The Board of Directors provided regular and detailed updates to the Supervisory Board on business affairs and Bank management. During each meeting, the Chief Executive Officer provided a thorough overview of the Bank's financial status, the banking sector landscape, and the broader economic conditions. Furthermore, the Chief Risk Officer supplemented the CEO's presentations by addressing the Bank's risk, liquidity, and capital management, as well as delivering reports on the Risk Management Committee's activities.

3/ In frame of its responsibilities, the Supervisory board performed Annual Evaluation of the members of the Board of Directors, Audit Committee and Risk Management Committee.

4/ Through the annual plans and the regular reports of the Internal Audit Division and Compliance Division the Supervisory Board monitored the operations of the responsible persons for the control functions and was duly informed about the compliance/regulatory matters and internal audit issues. Furthermore, special attention was put on monitoring the recommendations of the Governor of the Central Bank until their full implementation, and review of the National Bank Minutes of the on-site supervision related to consumer protection, and Minutes of the on-site supervision related to credit risk management, corporate

governance, liquidity and operational risk, risk arising from money laundering and terrorist financing and compliance with regulations, having in mind the role of the Supervisory Board in establishing efficient cooperation with the Central Bank and the other regulatory bodies in the country. Additionally, the Supervisory board was duly updated on the status of the lawsuits related to the rights of priority shares. In addition, the Information Security Officer informed the Supervisory Board about the information security risks and ongoing developments on semi-annual level.

5/ The Supervisory Board also supported the corporate business by approving significant proposals for cooperation with corporate clients. Besides the corporate businesses the Supervisory board approved also related party transactions in the amount over MKD 6.000.000, as per its authorities defined with the Banking Law.

6/ During 2024, all the policies under the authority of the Supervisory Board were approved. Among others are the following: NPE Divestment Policy, Currency Risk Management Policy, ILAAP Framework, Board Training Policy, Suitability Policy, Nomination policy, Complaints Handling Policy, Whistle- Blowing Policy, Risk Appetite Framework, Outsourcing Policy and Business Country Policy.. Besides the refried policies the Supervisory board also approved the Recovery Plan, ICAAP Framework, Risk Appetite Framework, ILAAP Framework and IT Strategy. Board Effectiveness Assessment Report issued by external consultant Korn Ferry and approval of the SB Action Plan.

7/ In 2024, the Shareholders Assembly had two additional sessions on 28.03.204 and on 16.07.2024 besides the annual Shareholders Assembly that took place on 31.05.2024. The Supervisory Board reviewed and proposed the regulatory-required items for the sessions, while also considering proposals from shareholders for items to be added to the agenda of the annual shareholders assembly.

8/ In 2024 The Board's role in strategy setting and oversight and risk management was strengthened. The Dedicated Supervisory Board session on strategy was organized (Strategy Day); Risk Oversight Committee on Board level to provide a high-level, independent oversight of the Bank's risk strategy and execution was established.

2. Attendance Record

In 2024, the Supervisory Board organized 6 regular meetings, where it addressed all-important issues in accordance with its duties and responsibilities. Between the meetings, various items were reviewed/approved with written statement on 9 occasions.

Attendance Record

Member	Supervisory Board Meetings	Audit Committee	Nomination & Remuneration Committee	Total Participation in % (all meetings)
M. Stratopoulos¹	6/6	-	1/1	100%
S. Kjosev	6/6	-	5/5	100%
A. Lizos²	2/4	3/3	4/4	80%
D. Gkountoufa	6/6	3/4	-	90%
Ch. Christodoulos	6/6	-	-	100%

¹ Mr. M. Stratopoulos was appointed as a member of the Nomination and Remuneration Committee on July 30, 2024, and his participation in the NRC after this period is taken into account in the table.

² Mr. Lizos mandate as a member of the Supervisory Board expired on July 7, 2024.

I. Kagioulis³	3/4	-	-	75%
V. Filipovski	6/6	4/4	5/5	100%

***Part of the members of the Supervisory Board are also members of the Audit Committee and Nomination and Remuneration Committee, thus their participation in these committees is depicted as well (4 Audit Committee meetings and 5 Nomination and Remuneration Committee meetings).

3. Supervision and cooperation with other SB bodies/committees (Board of Directors, Internal Audit Division, Compliance Division, Risk Management Committee, Nomination and Remuneration Committee and Audit Committee)

The regular meetings and consistent communication with management facilitated a dynamic exchange of information between the Supervisory Board and the Board of Directors. The Supervisory Board consistently reviewed the reports from the Board of Directors, recognizing them as comprehensive and accurate representations of the financial outcomes, key operational figures of the Bank, and the activities of the Board of Directors throughout 2024. In addition, the CEO regularly informed the Chairman of the Supervisory Board on the significant developments.

Active and transparent communication was maintained with the Internal Audit Division and the Compliance Division, including participation in approving their annual operational plans and regularly reviewing their reports. Additionally, the activities of the Risk Management Committee, Audit Committee, and the Nomination and Remuneration Committee were overseen by examining their monthly, quarterly, or periodic reports.

Therefore, it may be concluded that the Supervisory Board had active communication with all the other committees and control functions of the Bank.

4. Supervisory Board remuneration

All Supervisory Board members are entitled to reimbursement for their participation in the operations of the Supervisory Board.

In accordance with the best practices, the Supervisory Board members are compensated only with fixed remuneration (i.e. EUR 400 net monthly), approved by the Shareholders Assembly, to minimize any conflict of interest between the control and the management of the Bank. In accordance with the decision of the NBG Board of Directors, the officers of NBG Group who participate in the Supervisory Board of SB as representatives of the shareholder do not receive any remuneration. The remuneration of the employees of NBG Group is considered as confidential and is not disclosed in this Report. Messes Lizos and Stratopoulos representative of the shareholder no longer employed in NBG Group are remunerated in the same manner as the independent members, i.e. remuneration of EUR 400 net on monthly basis for the participation in the Supervisory Board, EUR 200 net on monthly basis for the participation in the Audit Committee and EUR 50 net per meeting for their participation in the Nomination and Remuneration Committee.

At the Assembly in July 2024 the Bank changed its approach towards the remuneration of the Supervisory Board and Audit Committee members, foremost, to align with the market levels and to match the notable increase in duties and responsibilities of the members. The remuneration is based on fixed annual remuneration regardless of the number of meetings or committees that a member participates; also, the contribution and the position of the Board or a Committee chair is remunerated higher; NBG SA executives participating in the Supervisory Board shall not receive any remuneration for their participation, maintaining the current approach.

³ Mr. Kagioulis mandate as a member of the Supervisory Board expired on July 7, 2024.

The modified remuneration structure aligns with market standards and acknowledges the increased workload of the Supervisory Board members.

4. Self-assessment of Supervisory Board operations from the aspect of the individual members and jointly

In order to assess its efficiency and effectiveness, identify the potential gaps and ensure that the work performed complies with the prescribed legal and internal regulation, the members of the Supervisory Board have performed self-evaluation of their activities individually and collectively. The evaluation of the Supervisory Board considered the balance of skills, experience, independence and knowledge of the members, how the Supervisory Board operates together as a unit, and other factors relevant to its effectiveness.

In this respect, the assessments confirmed that Stopanska's Supervisory Board is fully compliant with the key regulatory requirements related to the board (composition, members, terms, skill requirements, etc.). Members contribute extensive professional competence, regional experience, and international experience in some cases. The Board boasts a well-balanced array of skillsets, maintaining highly educated members covering crucial areas such as leadership, finance, strategy, risk management and control. They have in-depth knowledge of the Bank's financial and risk profile and, as collective, have the appropriate knowledge and good synergies for independent supervision of the Bank. No member is deemed as overboarded.

In 2024, the Bank, following the external advisor Board Review recommendations, started the process for further enhancement of the board through diversifying skills to cover areas that are important for the upcoming and changing landscape (ex. IT, digitalization, ESG, etc.), for greater gender diversity and more independent members. The Board team was refreshed with 4 new appointed members (1 still in process of approval) including 1 Member with IT background. The process of strengthening the independence of the Board with appointing 1 additional independent member was launched.

In addition, the Supervisory Board assessed the operations of the Board of Directors in 2024. Based on the overall assessments, it may be concluded that the operations of the Board of Directors of Stopanska Banka, as a whole, is assessed with high grade (total 4.7 out of 5), meaning that the Board operates in compliance with the relevant regulations and the Group corporate governance standards and effectively fulfills its role and duties. The Supervisory Board members do not have any reservations regarding the professional qualifications, personal reliability and the integrity of the members of the Board of Directors.

5. Independence, Conflict of interest & undertaken measures

In 2024, the balance between independent members and those representing NBG is in line with the regulatory requirements (1/4 of the composition, i.e., two out of seven). Both members served for two consecutive terms and are proposed for re-appointment for the third and final term as independent members.

In order to be considered by the Supervisory Board and to be proposed at the General Meeting as an independent member, the candidate should not have formed a relationship with the Bank, management, shareholders / and or the Group that could interfere with the exercise of independent judgment in carrying out responsibilities as an independent member. The criteria are defined in the laws and the SB Corporate Governance Code.

In this respect, as of 31 December 2024, no member of Supervisory Board or Board of Directors hold any common shares with right to vote of Stopanska Banka AD – Skopje. Concerning priority cumulative shares without the right to vote, one member of the Supervisory

Board and one member of Board of Directors hold small insignificant number of shares (less than 0.1%).

In conclusion, all **criteria for independence are followed** and **no conflict of interest** was reported by any member of the Supervisory Board during the reporting period.

At this point, we would like to thank all the members of the executive management and SB employees for their dedicated work towards continuous realization of the mission and strategic goals of Stopanska Banka AD – Skopje.

S.B. No. ____/2025
_____.2025
Skopje

SUPERVISORY BOARD

Marinis Stratopoulos
Chairman