

**D E C I S I O N**

**On Individual Approval of Operations of Members of the Supervisory Board and Board of  
Directors for the Financial Year 2024**

On the basis of the Article 26 of the Statute of Stopanska Banka AD – Skopje (A.D No. 470/31.05.2024, revised text) and following Article 384, paragraph 2, item 3 of the Law on Trade Companies, the Shareholders Assembly of Stopanska Banka AD – Skopje passed the

## DECISION

### On Individual Approval of Operations of Members of the Supervisory Board and Board of Directors for the Financial Year 2024

1. Upon review of the Annual Report on the operations of the Bank for 2024, and the accompanying report on the operations of the Supervisory Board, including the self-evaluation of their operations, the General Shareholders Assembly adopts the following:

#### I. Supervisory Board Members

##### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/1]**

The General Shareholders Assembly **approves the operations of Mr. Marinis Stratopoulos**, Chairperson of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly expresses its appreciation for his active and dedicated engagement in the work of the Supervisory Board, the effective chairing of meetings, constructive oversight, and diligent contribution to key matters of risk, strategy, and governance.

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##### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/2]**

The General Shareholders Assembly **approves the operations of Mr. Christodoulou Christodoulos**, Chief Financial Officer, National Bank of Greece S.A. Athens, Member of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly acknowledges his continuous strategic insight, active participation in the work of the Supervisory Board, and valuable contribution to the financial oversight and alignment with Group financial standards and priorities.

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##### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/3]**

The General Shareholders Assembly **approves the operations of Ms. Dimitra Gkountoufa**, Assistant General Manager Strategy & Sustainability, National Bank of Greece S.A. Athens, Member of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly recognizes her diligent engagement, consistent support to the Supervisory Board's deliberations, and contribution to strengthening the overall Board operations.

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**RESOLUTION No. [A.D. No- 01- \_\_\_\_/4]**

The General Shareholders Assembly **approves the operations of Mr. Ioannis Kagioulis**, Head of Group Risk Culture and Risk PMO Division, National Bank of Greece S.A. Athens, Member of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly appreciates his constructive input into risk governance matters, as well as his active role in aligning the Bank's risk culture and supervisory practices with the Group's risk appetite and regulatory expectations.

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**RESOLUTION No. [A.D. No- 01- \_\_\_\_/5]**

The General Shareholders Assembly **approves the operations of Mr. Vladimir Filipovski**, Professor, Faculty of Economics at University "St. Cyril and Methodius" Skopje, Independent Member of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly expresses its appreciation for his objective and independent judgment, academic depth, and valuable oversight in discussions concerning macroeconomic outlook, sustainability, and governance quality. The Assembly also recognized his contribution to the other Board committees, such as being Chair of the Nomination & Remuneration Committee and being member of the Audit Committee.

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**RESOLUTION No. [A.D. No- 01- \_\_\_\_/6]**

The General Shareholders Assembly **approves the operations of Mr. Sasho Kjosev**, Professor, Faculty of Economics at University "St. Cyril and Methodius" Skopje, Independent Member of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly acknowledges his active participation and critical evaluation of strategic and governance matters, with emphasis on financial planning, accountability, and alignment with stakeholder expectations. The Assembly also recognized his contribution to the other Board committees, such as being a member of the Nomination & Remuneration Committee.

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**RESOLUTION No. [A.D. No- 01- \_\_\_\_/7]**

The General Shareholders Assembly **approves the operations of Mr. Anastasios Lizos**, Member of the Supervisory Board of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly recognizes his professional contribution to the effective functioning of the Supervisory Board, particularly in areas related audit, internal controls, and compliance matters.

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## **II. Board of Directors Members**

### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/8]**

The General Shareholders Assembly **approves the operations of Mr. Diomidis Nikolettopoulos**, Chief Executive Officer and Chairman of the Board of Directors, for the financial year 2024.

The Assembly recognizes his strong leadership and strategic guidance in maintaining the Bank's financial stability and market position, as well as his personal commitment to implementation of the Bank's Business Plan, governance integrity, and alignment with Group objectives. His leadership in leading the Board of Directors and the senior management towards successful realization of SB Strategy is commendable.

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### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/9]**

The General Shareholders Assembly **approves the operations of Mr. Bojan Stojanoski**, Chief Risk Officer and Member of the Board of Directors of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly expresses appreciation for his thorough oversight of the Bank's risk profile, contributions to further strengthening the internal risk management framework, and leadership in regulatory and supervisory relations in line with domestic and Group standards.

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### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/10]**

The General Shareholders Assembly **approves the operations of Mr. Toni Stojanovski**, Chief Corporate Officer and Member of the Board of Directors of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly acknowledges his contribution to the results in corporate segments, but also related to corporate governance, compliance, and operational support functions, while also contributing to the overall operations of the Board of Directors.

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### **RESOLUTION No. [A.D. No- 01-\_\_\_\_/11]**

The General Shareholders Assembly **approves the operations of Ms. Milica Chaparovska-Jovanovska**, Chief Retail Officer and Member of the Board of Directors of Stopanska Banka AD – Skopje, for the financial year 2024.

The Assembly commends her consistent efforts in growing the Bank's retail footprint, improving customer experience, and optimizing sales and service operations. Her strategic role in retail segment and network efficiency, while also contributing to the overall operations of the Board of Directors are also acknowledged.

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2. This Decision shall enter into force on the day of its adoption.

A.D. No.

**SHAREHOLDERS ASSEMBLY**

31. 05. 2025

Skopje

**Chairman**

## **Explanatory Note**

In accordance with the statutory competences of the General Shareholders Assembly and the provisions of the Law on Trade Companies, the Law on Banks, and the Statute of Stopanska Banka AD – Skopje, the Assembly is invited to decide on the approval of operations (discharge from responsibility) of the members of the Supervisory Board and Board of Directors for the financial year 2024.

The approval of operations is a widely recognized corporate governance mechanism in European civil law jurisdictions, including the Republic of North Macedonia. It represents the shareholders' formal acknowledgment of the performance and conduct of individual board members during the previous financial year, based on:

- The Annual Report on operations (2024);
- Reports from the Supervisory Board, Board of Directors, and Audit Committee;
- External audit findings;
- Internal control and compliance assessments.

Such resolutions do not preclude the possibility of future legal action in case of breach of law, fiduciary duty, or gross negligence discovered subsequently.

In line with best governance practices and regulatory expectations (including from the National Bank of the Republic of North Macedonia and the Group model of National Bank of Greece), the proposed resolutions are structured individually, to reflect the accountability and contribution of each member.

### **Recommendation**

It is proposed that the General Shareholders Assembly adopt individual resolutions to approve the operations of:

- All Members of the Supervisory Board, including Independent Members and Group-nominated Members;
- All Members of the Board of Directors, as per the registered composition in 2024.

Each resolution includes formal recognition of the member's engagement, responsibilities, and contributions to the oversight or management of the Bank, tailored to their specific role