

DECISION

on appointment of member of the Supervisory Board
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 16.7.2024 passed a

DECISION

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of Stopanska Banka AD - Skopje

1. The Shareholders Assembly of Stopanska Banka AD – Skopje hereby appoints Ms. Yuouli (Georgia) Tolia, Director of National Bank of Greece IT PMO and IT Governance, as member of the Supervisory Board – representative of the shareholders.

2. The term of office of the Supervisory Board member from Article 1 of this Decision shall last for four years.

3. This Decision shall enter into force after receiving consent from the Governor of the National Bank of Republic of North Macedonia.

A.D.No. ____
16.7.2024
Skopje

SHAREHOLDERS ASSEMBLY

Chair

EXPLANATORY NOTE

As stipulated with the Banking Law and SB Statute the members of the Supervisory Board are appointed by the Shareholders Assembly of SB. The mandate of the members is four years, as determined by the SB Statute. At least $\frac{1}{4}$ of the members of the Supervisory board should be independent members. Before submitting a proposal for appointment of a member of Supervisory Board, the Bank passes a selection, suitability assessment and nomination process lead by its Nomination and Remuneration Committee.

Each appointment is subject of approval by the Governor of Central Bank of Republic of North Macedonia.

Following the regulatory requirements of the Law on Banks, the SB Supervisory Board is composed of 7 members, out of which 2 are independent members and the others are representatives of shareholders.

The current composition of SB Supervisory Board is as follows:

1. Marinis Stratopoulos, Chairman.
2. Christodoulou Christodoulos, member (Chief Financial Officer at National Bank of Greece S.A. Athens).
3. Dimitra Gkountoufa, member (Group AGM Strategy and Sustainability at National Bank of Greece S.A. Athens).
4. Ioannis Kagioulis, member (Head of Group Risk Culture and Risk PMO Division, National Bank of Greece S.A. Athens).
5. Vladimir Filipovski, independent member (Professor, Faculty of Economics at University "St. Cyril and Methodius" Skopje).
6. Sasho Kjosev, independent member (Professor, Faculty of Economics at University "St. Cyril and Methodius" Skopje).
7. Anastasios Lizos, member (Former International Activities Executive at NBG Group S.A. Athens)

Taking into consideration the regulatory requirements, the SB Business Plan 2024 - 2026, the recommendations issued by the external consultant Korn Ferry, as well as the recommendations of the Group Corporate Governance and Nomination Committee, the Bank identified opportunities for further enhancement of the Board and created the Target Board Profile in order to achieve refreshment of the team and diversify the gender balance and skills to cover areas that are important for the upcoming and changing banking landscape.

In this respect, following the Target Board Profile approved by the SB Nomination and Remuneration Committee, it should enhance representation of select NBG Group functions and transfer group know-how in specific areas. One of those areas is IT.

In this respect, the Nomination and Remuneration Committee on its meeting held on May 23, 2024, nominated Ms. Yiouli (Georgia) Tolia, Director of Group IT PMO and IT Governance at National Bank of Greece S.A. Athens to be considered for appointment as member of Supervisory Board.

Evaluation of Suitability

Following the Central Bank Decision on Good Corporate Governance in a Bank, SB Evaluation Policy, the Nomination and Remuneration Committee assessed the suitability of all three candidates before nominating them to the Supervisory Board for approval. The assessment was based on a specific Questionnaire prepared in order the NRC to assess the variety of factors as required by the laws and internal policies, such as:

- the individual and the collective suitability of the candidate, taking into account the knowledge, skills and experience of the individual Board member, as well as his contribution in the Board's diversity and skills matrix, ensuring compliance of the composition of the Board with the criteria provided by the regulatory framework, as each time in force, and in alignment with the strategic priorities of the Bank.
- directors' ability to contribute productively to the operations of the Board.
- the time commitment.
- issues such as conflicts of interest, ethics, accountability, transparency, fairness, and compliance.

In assessing the suitability of the candidate for the appointment as Supervisory Board members, the NRC has evaluated her expertise, experience, and individual impact on the Bank's governance. The evaluation concluded the following:

- **Ms. Tolia'** extensive experience in Program Management, IT, and consulting services across the financial, banking, and telecommunication sectors makes her a strong candidate for the position of member of Supervisory Board of Stopanska Banka. As Director of Group IT PMO & IT Governance since March 2020, she has proven herself as dedicated professional with strong dynamic and organizational skills, with core competencies such as business planning, project management, IT governance, transformation, etc. Her extensive experience in IT governance and familiarity with the regulatory requirements and best practices will be especially valuable for the Supervisory Board oversight. Notable is also her international experience, especially managing important projects across Europe, Middle East, and Latin America.

She has a suitable education, with an MSc degree in Technology and Innovation and Executive Bath MBA.

In essence, Ms. Tolia's extensive experience, strong leadership skills, and deep understanding of IT governance and transformation make her "fit and proper" candidate for the Supervisory Board team. Her background aligns with the strategic needs of the Bank, and she will bring valuable insights and expertise that will enhance the Board's effectiveness in terms of providing support, guidance, and oversight of the Bank's management in realization of its Business Plan.

Based on all the above, the NRC assessed the candidate as “fit and proper” for nominating her for member of the Supervisory Board.

The Curriculum Vitae of the candidate Ms. Tolia is an integral part of this Proposal.

Therefore, taking into consideration the above, it is proposed to the Shareholders Assembly to appoint the candidate Ms. Yiouli (Georgia) Tolia, Director of Group IT PMO and IT Governance at National Bank of Greece S.A. Athens, for member of Supervisory Board.

In accordance with the Law on Banks, the proposed appointment shall enter into force after acquiring the relevant consent of the Governor of National Bank of Republic of North Macedonia.

The Bank shall ensure that with the new appointment the number of members of the Supervisory Board will remain the same, i.e., in line with the determined size of the Board in the Statute of Stopanska Banka.

Skopje, July 2024

SUPERVISORY BOARD