

DECISION

on determining remuneration of the members 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 --.7.2024 passed a

DECISION

on determining remuneration of the members of the Supervisory Board of Stopanska Banka AD - Skopje

1. The Shareholders Assembly of Stopanska Banka AD – Skopje hereby determines that the members of the Supervisory Board of Stopanska Banka AD – Skopje, are entitled to the following remuneration (in net amounts):

- a. Sup. Board Chair € 20k annually
- b. Sup. Board member and Chair of Committee € 12k annually
- c. Sup Board member € 10k 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 Supervisory Board 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 Supervisory Board members was passed in August 2012, setting the remuneration at EUR 400 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. Additionally, the responsibilities and duties of the Supervisory Board have increased notably, warranting a revision of their compensation.

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):

- Supervisory Board Chair: €20,000 annually
- Supervisory Board Member and Chair of a Committee: €12,000 annually
- Supervisory Board Member: €10,000 annually

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

Conclusion

The proposed remuneration structure aligns with market standards and acknowledges the increased workload of the Supervisory Board members. It is recommended that the Shareholders Assembly approve this proposal to ensure the Board’s effectiveness, loyalty, and satisfaction.

Skopje, June 2024