Piraeus

Articles of Association
of "PIRAEUS BANK Société Anonyme"

As in force following the resolutions of the Annual General Meeting of the Bank's Shareholders, dated 21.04.2026 and of the Self-Convened Universal Extraordinary General Meeting of the Bank's Shareholders dated 05.12.2025



Piraeus

Articles of Association of
"PIRAEUS BANK Société Anonyme"
GEMI No 157660660000

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CHAPTER A
NAME – CORPORATE SEAT– DURATION – SCOPE OF BUSINESS

ARTICLE 1
NAME

The present articles of association govern the operation of the société anonyme under the corporate name "PIRAEUS BANK Société Anonyme", and the distinctive title "Piraeus Bank" (hereinafter the "**Bank**"). In texts drawn up in the English language the corporate name is rendered as "Piraeus Bank S.A.", and the distinctive title as "Piraeus Bank". In texts drawn up in other foreign languages, the corporate name is stated either in exact translation or in Latin characters.

ARTICLE 2
BUSINESS SCOPE

The Bank's business scope is as follows:

1. all banking activities which are permitted or imposed to banks by the applicable law as in force from time to time, including but not limited to:
   a. acceptance of deposits or other repayable funds;
   b. granting of loans or other credits including factoring;
   c. leasing;
   d. payments, including money transfer services;
   e. issuing and administration of payment instruments (credit and debit cards, traveller's and banker's cheques);
   f. guarantees and commitments;
   g. acquisition and servicing of loan and credit assets granted by credit or financial institutions or other duly authorized parties, as well as management of real estate property which secures such assets, in accordance with the provisions of applicable law as in force from time to time;
   h. trading on its own behalf or on behalf of customers in:
      i. money market instruments (securities, certificates of deposit etc);
      ii. foreign exchange
      iii. financial futures or options;
      iv. exchange and interest-rate instruments;
      v. transferable securities.
   i. participation in securities issues and provision of services related to such issues, including securities underwriting;
   j. advisory to undertakings on capital structure, business strategy and related matters, as well as services relating to mergers and acquisition of undertakings;
   k. intermediation in inter-bank markets;
   l. portfolio management and advice;
   m. custody and administration of securities;
   n. collection and processing of commercial information, including credit rating services;
   o. safe deposit services;
   p. issuing of e-money;
   q. all other activities related to the provision of primary and secondary investment services including but not limited to the services set out in the Law 4514/2018, as in force.
   r. provision of crypto-asset services in accordance with the Regulation (EU)

[1] in respect with article 2 par.1, case r

2023/1114 and the relevant national Law, as in force from time to time.

2. Representation of individuals or legal entities pursuing the same or relevant objects.
3. Establishment of or participation in undertakings of any form whatsoever in Greece or abroad, including but not limited to banks and other financial undertakings, venture capital and brokerage undertakings, insurance companies, portfolio investment companies, holding companies, mutual fund management companies, real estate investment companies, payment systems, credit rating and multilateral trading facilities, stock exchange, business administration consultants, computer applications and information technology companies, undertakings for the generation of electric power using renewable energy sources etc.
4. Alignment of the Bank's business scope with social progress and solidarity, enhanced and constant economic growth, adoption of best workplace practices, responsible use of natural resources and promotion of science and culture. To this end, the Bank, may undertake pro bono actions or projects through its corporate social responsibility programme.
5. Banking support of business activities which foster financial, social and environmental benefit, aligned with the principles of sustainable development and responsible environmental behaviour.

ARTICLE 3
DURATION

The duration of the Bank shall be indefinite.

ARTICLE 4
CORPORATE SEAT

1. The Bank's registered seat is located in the Municipality of Athens where an action may be brought against it in relation to any dispute, except as otherwise provided by law.
2. Pursuant to Board of Directors' resolutions, the Bank may establish branches, offices and agencies both within Greece and abroad.

CHAPTER B
SHARE CAPITAL – SHARES

ARTICLE 5
SHARE CAPITAL

Currently, following successive corporate actions detailed in article 25 of the present Articles of Association "Share Capital Formation", the total share capital of the Bank amounts to one billion one hundred forty-nine million four hundred thirty-six thousand three hundred sixteen Euros and four cents (€1,149,436,316.04) divided into one billion two hundred thirty-five million nine hundred fifty-three thousand twenty-eight (1,235,953,028) common registered voting shares with a nominal value of ninety three Euro cents (€0.93) each.

ARTICLE 6
SHARES - SHAREHOLDERS

1. The shares of the Bank are common, registered, indivisible, intangible, listed on the Athens Stock Exchange, and held in book-entry form, in accordance with the provisions of Law as in force.
2. The Bank's Book of Shareholders is kept electronically and may be kept by the Central Securities Depository, by another credit institution or investment firm authorized to keep financial instruments. The rights and obligations arising from each share belong to the person registered in the Bank's Book of Shareholders, kept as above, and in the records of the Central Securities Depository.

ARTICLE 7
SHARE CAPITAL INCREASE

1. The Bank's share capital may be increased through the issue of redeemable shares. Such shares may also be issued as preferred shares with or without voting rights, in accordance with the provisions of the law as in force from time to time. Redemption is effected by a statement of the Bank or the shareholder, in accordance with the procedure to be determined by decision of the competent body deciding on the increase, shall only be valid upon payment of the consideration, and shall be subject to the conditions provided by the law on Sociétés Anonymes as in force from time to time.

2. In the event that the Bank has issued multiple classes of shares involving different rights of voting or profit distribution or participation in the liquidation proceeds, the share capital may be increased by issuing shares in only one of these classes. In such a case, shareholders in other classes of shares

shall have a preferential right only after same has been waived by the shareholders of the class in which the newly issued shares belong.

CHAPTER C
MANAGEMENT OF THE BANK

ARTICLE 8
COMPOSITION – TERM OF THE BOARD OF DIRECTORS

1. The Bank is managed by the Board of Directors which consists of nine (9) to fifteen (15) members, elected by the General Meeting, determining their term, in accordance with the provisions in force, which may not exceed three (3) years.
2. The term Directors may be extended until the first Annual General Meeting convened after such term has elapsed.
3. The Directors may always be re-elected and may be freely revoked.

ARTICLE 9
NO REPLACEMENT OF DIRECTOR

In the event that a Director resigns, passes away or relinquishes one's office in any manner whatsoever, or is removed on account of being unjustifiably absent from meetings for three consecutive months, the Board of Directors may continue managing and representing the Bank without replacing missing Directors provided the remaining Directors are at least nine (9).

ARTICLE 10
CONSTITUTION OF THE BOARD OF DIRECTORS

1. Upon its election, the Board of Directors convenes for the first meeting (constitution into body) and elects, among its members, a Chairman, one or more Vice-Chairmen and Managing or Executive Directors.
2. The Chairman heads the Board and presides over its meetings. In the event that the Chairman is absent or unable to perform his duties, he is substituted by one of the Vice-Chairmen of the Board; they, in turn, are substituted by another Director, appointed by resolution of the Board.
3. Secretarial duties of the Board of Directors are performed by one of its members or any other third party appointed by the Board.

ARTICLE 11
CONVOCATION AND MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors is convoked by its Chairman or his deputy and meets at least once a month at the Bank's corporate seat, in accordance with the provisions of the Law, as in force.
2. The Board of Directors may validly meet anywhere in Greece or abroad, where the Bank pursues business activities or has a subsidiary (an affiliate) financial institution.
3. The Board of Directors may validly meet by teleconference, in respect of some or all of its members.

ARTICLE 12
REPRESENTATION OF THE DIRECTORS

At the Board of Directors' meetings, a Director may only be represented by another Director via authorization in the form of letter (including e-mail), telegram or telefax. Each Director may validly represent only one other Director.

ARTICLE 13
QUORUM – MAJORITY

1. The Board is in a quorum and convenes validly when at least half of its members plus one are present or represented. However, the number of members personally present may never be less than five (5). Fractions are omitted in determining whether a quorum is reached. When the Board of Directors convenes by teleconference, the Directors participating are considered physically present.
2. Resolutions of the Board of Directors shall be taken by absolute majority of the present and represented Directors unless otherwise provided by law or the present Articles of Association.

ARTICLE 14
MINUTES OF THE BOARD OF DIRECTORS

1. Discussions and resolutions of the Board of Directors are recorded in summary in a special book that may also be kept electronically.
2. The signatures of the Directors or their representatives may be replaced by an exchange of e-mails or telefax, according to the relevant Law in force.
3. Copies or extracts of the minutes of the Board of Directors are officially issued by the Chairman or other person, appointed for this

purpose by a Board resolution, without any other validation.

ARTICLE 15
POWER – COMPETENCES OF THE BOARD OF DIRECTORS

1. The Board of Directors represents the Bank and is qualified to resolve on every act concerning the Bank's management, the administration of its property and the promotion of its business scope in general. The Board of Directors may not resolve on issues which, in accordance with the law or the Articles of Association, fall into the exclusive competence of the General Meeting.
2. The Bank is represented by the competent Manager or Assistant Manager or Responsible of each branch, acting separately or jointly, specifically with respect to the submission of complaints and lawsuits; the Bank's attendance as injured party before Courts at any degree of jurisdiction; the exercise of legal remedies against decisions and orders of Criminal Courts; the Bank's attendance before Courts in its capacity as claimant for the registration in its favour or as defendant for the removal of mortgage prenotations, as well as auctions for the collection of Bank receivables, including outbidding and collecting the proceeds of such auctions.
3. The Board of Directors, according to the Law in force, may resolve on the issuance of all kinds of a bond loan, with the exception of those which fall under the exclusive competence of the General Meeting. The Board of Directors may resolve to authorise one or more of its members to determine specific terms of the bond issue other than matters relating to the type and amount of such issue.

ARTICLE 16
ASSIGNMENT OF COMPETENCES TO DIRECTORS OR THIRD PARTIES

1. The Board of Directors may resolve to delegate the representation of the Bank, as well as the exercise of all or part of its powers or authorities, to one or more persons, whether Directors or not, defining the extent of the powers assigned to such persons at the same time.
2. The Board of Directors may delegate Bank's internal control to one or more persons, whether Director(s) or not.
3. The Board of Directors may resolve on the recommendation and the operation of an Executive Committee and delegate certain powers and competencies to it. The recommendation, composition, responsibilities, competencies, decision-making process and overall operation of the Executive Committee should be set out in the resolution of the Board of Directors.
4. In order to be binding, any document by which the Bank assumes any obligations must be signed by a person or persons who are Directors, officers and employees of the Bank or third parties, in the exercise of powers conferred on them by virtue of a relevant a decision of the Board of Directors and/or any acts of delegation incidental to the relevant decision of the Board of Directors.

ARTICLE 17
REMUNERATION OF THE BOARD OF DIRECTORS

1. Any remuneration, or any other kind of benefit, is granted to the Directors in accordance with the Law, as in force.
2. By resolution of the General Meeting and in accordance with the Law, as in force, remuneration may be granted to the Directors based on the profits of the respective fiscal year.

CHAPTER D
GENERAL MEETING

ARTICLE 18
CONVOCATION OF A GENERAL MEETING

The General Meeting mandatorily convenes at the Bank's seat or in another municipality within the county of the seat or another neighbouring municipality or in the municipality of the Athens Stock Exchange's seat, at least once (1) every financial year and within the time limit laid down by the provisions of the Law, as in force.

ARTICLE 19
PARTICIPATION IN THE GENERAL SHAREHOLDERS MEETING – REPRESENTATION

1. Shareholders participate in the General Meeting either in person or by proxy, whom they can appoint and revoke in accordance with the provisions of law as in force.
2. The Bank may be notified of the appointment or the revocation of the proxy of the shareholder by electronic means, and in

particular by sending all relevant documents via e-mail to the e-mail address which is published in the General Meeting's Invitation to the shareholders.

3. The Board of Directors may resolve that the General Meeting will not convene physically at any place but rather remotely whereby shareholders will participate by electronic means in accordance with the terms and conditions of the Law, as in force.
4. The Board of Directors may resolve that any Shareholder may participate in voting on items of the agenda of the General Meeting remotely via e-mail or by other electronic means, the vote held before the meeting in accordance with the provisions and under the conditions of the Law, as in force.
5. The Directors and the auditors of the Bank are also entitled to attend the General Meeting. Under the responsibility of the Chairman of the General Meeting the presence of other persons not having shareholder status or shareholders' representatives may be allowed by the latter. The presence of the abovementioned persons in the General Meeting may also be effected by electronic means, in accordance with paragraphs 3 and 4 of this article.
6. In the event of a General Meeting, in accordance with paragraphs 3 and 4 of these Articles of Association, the shareholders and other interested parties are specifically informed of the process through the Invitation to the General Meeting.

ARTICLE 20
COMPETENCES OF THE GENERAL MEETING

The competences of the General Meeting are as provided by the legislative provisions in force, as well as the specific provisions of the present Articles of Association.

ARTICLE 21
ISSUES DISCUSSED –
MINUTES OF THE GENERAL MEETING

1. Subject to more specific statutes referred to in the Law in force and/or the present Articles of Association, discussions and resolutions of the Annual or Extraordinary General Meeting are limited to the items included in the agenda.
2. Discussions and resolutions of the General Meeting are recorded in summary in a special book of Minutes and are signed by the Chairman and the Secretary/ Secretaries of the Meeting.
3. Copies and extracts of the minutes of the General Meeting are certified by the Chairman of the Board of Directors or his substitute or other person, appointed for that purpose by a Board resolution, without any other validation.

CHAPTER E
FISCAL YEAR
DISTRIBUTION OF PROFITS

ARTICLE 22
DURATION OF FISCAL YEAR

The fiscal year has a twelve-month duration, beginning on the first (1st) day of January and ending on the thirty first (31st) day of December of each calendar year.

ARTICLE 23
DISTRIBUTION OF PROFITS

The distribution of the net profits after the deduction for the formation of a regular reserve and the payment of the minimum dividend, provided by Law, are conducted in accordance with the relevant resolutions of the General Meeting and always in compliance with the Law, as in force.

ARTICLE 24

The provisions of Law and the regulations, as in force and applicable to listed sociétés anonymes and all credit institutions apply to any issues not expressly laid out in the present Articles of Association.

CHAPTER F
FINAL PROVISIONS

ARTICLE 25
SHARE CAPITAL FORMATION

1. The share capital of the Bank, amounting, as originally determined in article 5 of the Articles of Association, to five billion four hundred million Euros (€ 5,400,000,000), was formed upon completion of the demerger of "Piraeus Bank Société Anonyme" (Demerged Entity) by way of hive-down and through the establishment of the new company (Bank) that is governed by these Articles of Association, pursuant to article 16 of L. 2515/1997 in conjunction with articles 54 (3), 57 (3) and 59-74 of L. 4601/2019, as in force. Following the completion of the demerger, the Demerged Entity constitutes a

Société Anonyme but has ceased to be a credit institution and its corporate name has been changed to "Piraeus Financial Holdings S.A.".

2. On 17.03.2021, the Extraordinary General Meeting of the Bank's Shareholders decided the share capital increase by the amount of two hundred sixty five thousand Euros (€265,000) through payment in cash, with a pre-emptive right in favour of the existing shareholders and through the issuance of two hundred sixty-five thousand (265,000) new common registered voting shares of a nominal value of one Euro (€1.00) each and an issue amount of one thousand Euros (€ 1,000.00) per share.
3. On 14.05.2021, the Extraordinary General Meeting of the Bank's Shareholders decided the share capital increase by the amount of one million three hundred and two thousand Euros (€1,302,000) through payment in cash, with a pre-emptive right in favour of the existing shareholders and through the issuance of one million three hundred and two thousand (1,302,000) new common registered voting shares of a nominal value of one Euro (€1.00) each and an issue amount of one thousand Euros (€ 1,000.00) per share.
4. On 02.06.2021, the Extraordinary General Meeting of the Bank's Shareholders decided the reduction in kind of the Bank's share capital by the amount of thirty five million eight hundred sixty seven thousand, three hundred forty seven Euros (€ 35,867,347) by the annulment of thirty five million eight hundred sixty seven thousand, three hundred forty seven (35,867,347) new common registered voting shares of a nominal value of one Euro (€ 1.00) each, owned by the shareholder under the name "Piraeus Financial Holdings S.A.", and the distribution to the said shareholder of mezzanine and junior notes owned by the Bank and issued by the Irish company under the corporate name "Sunrise I NPL Finance DAC", seated in Ireland, at 3 George's Dock, on the 4th floor, in Dublin 1 (4th floor, 3 George's Dock, IFSC, Dublin 1, Ireland), with company registration number 675770, with a total value equal to the Bank's share capital reduction.
5. On 21.10.2021, the Extraordinary General Meeting of the Bank's Shareholders decided the reduction in kind of the Bank's share capital by the amount of twenty million five hundred twenty thousand Euros (€ 20,520,000) by the annulment of twenty million five hundred twenty thousand (20,520,000) common registered voting shares of a nominal value of one Euro (€ 1.00) each, owned by the shareholder under the name "Piraeus Financial Holdings S.A.", and the distribution to the said shareholder of mezzanine and junior notes owned by the Bank and issued by the Irish company under the corporate name "Sunrise II NPL Finance DAC", seated in Ireland, at 3 George's Dock, on the 4th floor, in Dublin 1 (4th floor, 3 George's Dock, IFSC, Dublin 1, Ireland), with company registration number 697971, with a total value equal to the Bank's share capital reduction.
6. On 24.11.2021, the Extraordinary General Meeting of the Bank's Shareholders decided the share capital increase by the amount of one hundred fifty thousand Euros (€150,000.00) through payment in cash, with a pre-emptive right in favour of the existing shareholders and through the issuance of one hundred fifty thousand (150,000) new common registered voting shares of a nominal value of one Euro (€1.00) each and an issue amount of one thousand Euros (€ 1,000.00) per share.
7. On 13.05.2024, the Extraordinary General Meeting of the Bank's Shareholders decided the reduction of the Bank's share capital by the amount of sixty six million seven hundred thirty six thousand, nine hundred eleven Euros (€66,736,911.00) by the annulment of sixty six million seven hundred thirty six thousand, nine hundred eleven (66,736,911) common registered voting shares of a nominal value of one Euro (€ 1.00) each, owned by the shareholder under the name "Piraeus Financial Holdings S.A.", and the equal return of share capital to the above mentioned shareholder through cash payment.
8. On 14.04.2025, the Annual General Meeting of the Bank's shareholders decided the reduction of the Bank's share capital by the amount of three hundred seventy three million fifty five thousand seven hundred eleven Euros (€373,055,711) by the annulment of three hundred seventy three million fifty five thousand seven hundred eleven (373,055,711) common registered voting shares of a nominal value of one Euro (€ 1.00) each, owned by the shareholder under the name "Piraeus Financial Holdings S.A.", and the equal return of share capital to the above mentioned shareholder through cash payment.
9. On 05.12.2025, the Extraordinary General Meeting of the Bank approved the merger by absorption of the company "Piraeus Financial

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Holdings S.A." (Absorbed Entity) by the Bank (Absorbing Entity) in accordance with Article 16 of Law 2515/1997, as well as Articles 6 para.2 and 3, 7–21 and 140 para.3 of Law 4601/2019 and Law 4548/2018. Upon the completion of the Merger:

- The 14.414.195 shares of the Absorbed Entity that the Absorbing Entity has acquired in the context of the implementation of Additional Tranche of the SBB will be canceled as a result of the Merger (due to confusion).
- The share capital of the Absorbed Entity, reduced by the amount that corresponds to the shares which will be canceled due to confusion, is contributed to the Absorbing Entity in accordance with paragraph 5 of Article 16 of Law 2515/1997, and, consequently, the share capital of the Absorbing Company is increased by the amount of EUR 1,149,436,316.04 divided into 1,235,953,028 common registered shares with voting rights, each with a nominal value of EUR 0.93.
- The shares of the Absorbing Entity, which are currently wholly (100%) owned by the Absorbed Entity, namely 4,905,537,031 common registered shares with voting rights, each with a nominal value of EUR 1.00, representing the entire share capital of the Absorbing Entity in the amount of EUR 4,905,537,031, shall, as a result of the Merger and by universal succession, be transferred to the Absorbing Entity itself and, therefore, become treasury shares of the Absorbing Entity pursuant to subparagraph b) of para. 4 of Article 49 of Law 4548/2018 and simultaneously cancelled. Consequently, the share capital of the Absorbing Entity shall be reduced by the amount of EUR 4,905,537,031.00 through the cancellation of all 4,905,537,031 treasury shares of the Absorbing Company, each with a nominal value of EUR 1.00.

  Consequently, upon completion of the Merger, the share capital of the Absorbing Entity shall amount to EUR 1,149,436,316.04, divided into 1,235,953,028 common registered shares with voting rights, each with nominal value of EUR 0.93.

10. On 21 April 2026, the Annual General Meeting of Shareholders decided the following:

    (a) to increase the Bank's share capital by the amount of €494,381,211.20, by increasing the nominal value of each common share from €0.93 to €1.33, through the capitalization of part of the existing "share premium" reserve;

    (b) to decrease the Bank's share capital by the amount of €494,381,211.20, by decreasing the nominal value of each common share from 1.33 back to €0.93, with the full amount of the reduction to be distributed to the Bank's shareholders as a cash payment.

ARTICLE 26
OFFICES

The Bank's offices operate in Athens (4, Amerikis str., Postcode 105 64).

Athens, November 16th, 2026

THE CHAIRMAN OF THE BoD

GEORGE HANDJINICOLAOU