



ALPHA BANK

**Resolutions
of the Extraordinary General Meeting
of Shareholders of Alpha Bank on 2.4.2021**

The Extraordinary General Meeting of Shareholders of Alpha Bank was held on 2.4.2021 at 10:00. With regard to all Items of the Agenda, 353 Shareholders, representing 874,235,593 common, dematerialized shares, with voting rights, out of a total of 1,545,981,097 common, dematerialized shares, with voting rights, including those issued in favor of the Hellenic Financial Stability Fund (the HFSF) (article 7a par. 3 of law 3864/2010, as in force), namely 56.55% of the voting share capital of the Bank, participated therein, in person or by proxy.

Item 1: (a) Approval of (i) the demerger of the société anonyme with the corporate name “ALPHA BANK SOCIETE ANONYME”, by way of hive-down of the banking business sector with the incorporation of a new company, pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 and 140 of law 4601/2019, as in force and (ii) the Draft Demerger Deed dated 15.9.2020, including the Transformation Balance Sheet dated 30.6.2020.

(b) Approval of the Articles of Incorporation of the beneficiary new entity, including the appointment of the first Board of Directors, the first Audit Committee and the regular Statutory Certified Auditor of the new entity.

(c) Granting of authorizations.

The Extraordinary General Meeting, with a quorum and majority that exceeds the legal limit:

Taking into account the progress made to date in the Strategic Plan, prepared and announced by the Bank for the improvement of its financial position and optimization of the organizational and capital structure of its Group, an integral part of which is the resolution on the Demerger of the Bank:

(a) Approved the demerger of the société anonyme with the corporate name “ALPHA BANK SOCIETE ANONYME”, by way of hive-down of the banking business sector with the incorporation of a new company, pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of law 4601/2019, as in force, as well as all the actions, statements and announcements made by the Board of Directors and/or any other representative of the Bank regarding the Demerger.

Following the completion of the Demerger, the shares of the Demerged Entity will remain listed on the Main Market of the Athens Exchange, while the personal data of its Shareholders will continue to be kept by the Demerged Entity, which shall remain the controller thereof.

(b) Approved the Draft Demerger Deed dated 15.9.2020 of the société anonyme with the corporate name “ALPHA BANK SOCIETE ANONYME” by way of hive-down of its banking

business sector with the incorporation of a new company, which will be licensed as a credit institution, pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of law 4601/2019, as in force, including the Transformation Balance Sheet dated 30.6.2020, as approved by the Bank's Board of Directors.

(c) Approved the Beneficiary's Articles of Incorporation, including the appointment of the first Board of Directors, the first Audit Committee and the regular Statutory Certified Auditor of the Beneficiary, as approved by the Bank's Board of Directors.

(d) Authorized:

(i) Mr. L.A. Papagaryfallou, Mr. N.R. Chryssanthopoulos, Ms. M.D. Antoniou, Mr. N.P. Zagorissios and Mr. G.C. Kambadellis, acting, any two, jointly, to sign the final Demerger Deed, including the Beneficiary's Articles of Incorporation, which shall be drawn by means of a notarial deed under the basic terms of the Draft Demerger Deed as well as any supplementary, ancillary, amending or additional act, to sign, each acting individually, any other necessary document, application or statement and to proceed with any relevant, necessary or advisable action to complete the Demerger. The above authorized persons may further authorize the Bank's attorneys, consultants or Employees to carry out the same above mandates, in whole or in part;

(ii) Mr. L.A. Papagaryfallou, Mr. N.R. Chryssanthopoulos, Ms. M.D. Antoniou, Mr. N.P. Zagorissios and Mr. G.C. Kambadellis, acting, any two, jointly, during and until the completion of the Demerger, to draw up, sign, submit and receive statements, applications and, generally, any other relevant document and to take any necessary action before any supervisory authority and/or body and/or public or private organization, in Greece and abroad (indicatively, in the context of the submission procedure of the application regarding the revocation of the Demerged Entity's banking license as well as the submission procedure of the application regarding the granting of the Beneficiary's banking license) for the purpose of receiving all the necessary approvals and licenses required for the completion of the Demerger, pursuant to the legislative and regulatory framework, as in force each time. The above authorized persons may further authorize the Bank's attorneys, consultants or Employees to carry out the same above mandates, in whole or in part.

VALID VOTES: 874,183,886 (99.99%) ABSTENTION: 51,707 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 874,103,886 (99.98%)
AGAINST: 80,000 (0.01%)

Item 2: Amendment of the Articles of Incorporation of the demerged entity with the corporate name “ALPHA BANK SOCIETE ANONYME”, as a result of the demerger by way of hive-down of the banking business sector. Granting of authorizations.

The Extraordinary General Meeting, with a quorum and majority that exceeds the legal limit:

(a) Approved the amendment of the Articles of Incorporation of the Demerged Entity with the corporate name “ALPHA BANK SOCIETE ANONYME”, as approved by its Board of Directors, with the amendment, addition and/or redrafting thereof, for the purpose of their adjustment resulting from the demerger by way of hive-down of the banking business sector.

(b) Authorized Mr. L.A. Papagaryfallou, Mr. N.R. Chryssanthopoulos, Ms. M.D. Antoniou, Mr. N.P. Zagorissios and Mr. G.C. Kambadellis, acting, any two, jointly, to sign any relevant document and to proceed with any relevant, necessary or advisable action required to complete the amendment of the Articles of Incorporation. The above authorized persons may further authorize the Bank’s attorneys, consultants or Employees to carry out the same above mandates, in whole or in part.

VALID VOTES: 874,183,886 (99.99%) ABSTENTION: 51,707 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 874,103,886 (99.98%)
AGAINST: 80,000 (0.01%)
