



ALPHA
SERVICES AND HOLDINGS

CORPORATE GOVERNANCE STATEMENT
for the year 2023

Corporate Governance Statement

A. INTRODUCTION

Pursuant to article 152 par. 1 and article 153 par. 3 of Law 4548/2018, Law 4706/2020 and the Hellenic Corporate Governance Code, the Board of Directors' Annual Management Report of Alpha Services and Holdings S.A. (the "Company") includes the Corporate Governance Statement for the year 2023. The reference date of the Corporate Governance Statement is 31.12.2023.

Items c), d), f), h), i) of article 10 of Directive 2004/25/EC of the European Parliament and of the Council, as they are incorporated in items c), d), e), g), h) of article 4 par. 7 of Law 3556/2007, are analyzed in the Explanatory Report of the Board of Directors, which is included in the Board of Directors' Annual Management Report.

B. CORPORATE GOVERNANCE CODE AND PRACTICES

1. Statement of Compliance with the Corporate Governance Code

The Company, following a resolution of the Board of Directors and with reference to article 17 of Law 4706/2020, adopted the **Hellenic Corporate Governance Code** of the Hellenic Corporate Governance Council (the "Code").

The Company adheres to the Code which is posted on its website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/codes-and-policies>).

The Corporate Governance, Sustainability and Nominations Committee (the "CGSNC") of the Company: i) monitors the compliance of the Company and the Group with the pertinent Hellenic Corporate Governance Code, ensuring the appropriate application of the "comply or explain" principle required, and ii) provides oversight that the implementation of this principle aligns with the legislation in force, the regulatory expectations and the international corporate governance best practice.

2. Explanation on issues of non-compliance with the Hellenic Corporate Governance Code in the context of the "comply or explain" principle

The Company complies with the Hellenic Corporate Governance Code, with the exception of the provision on the election of Vice-Chair or Senior Independent Director (par. 2.2.21 "Special Practice" of the Code).

In this regard, the Chair of the Board of Directors has been designated, among the Non-Executive Members, to coordinate Independent and Non-Executive Members' meetings. Furthermore, the responsibilities of the Senior Independent Member are covered by the Chair of the Board of Directors and the Chair of the CGSNC. Under the Company's Board of Directors Charter, the Non-Executive Members of the Board of Directors must meet at least annually, or more frequently if required, without the presence of Executive Members.

In 2023, ten meetings of the Non-Executive Members of the Board of Directors were convened, well above the minimum requirement. In addition, it should be noted that all four Committees of the Board of Directors are chaired by Independent Non-Executive Members (and the majority of their Members are also Independent Non-Executive Members) and effectively support the Chair in the execution of his duties and responsibilities.

The Company reconsiders on an annual basis the guidance of the Code in this regard.

3. Update of Corporate Governance Documents during 2023

During 2023, the Company revised/updated:

- the Articles of Incorporation,

- the Internal Governance Regulation,
- the Charter of the Executive Committee, as well as
- policies pertaining to corporate governance and in particular:
 - ✓ the Suitability and Nomination Policy for the Members of the Board of Directors,
 - ✓ the Induction and Training Policy and Procedure for the Members of the Board of Directors,
 - ✓ the Policy and Process for the Succession Planning of Non-Executive and Independent Non-Executive Members of the Board of Directors,
 - ✓ the Policy for the Succession Planning of Senior Executives and Key Function Holders,
 - ✓ the Remuneration Policy of the Members of the Board of Directors as per the provisions of Law 4548/2018,
 - ✓ the Group Benefits and Corporate Expenses Policy,
 - ✓ the Senior Executives Severance Payment Policy,
 - ✓ the Expenses Policy for the Non-Executive Members of the Board of Directors,

in order for them to be fully aligned with the current regulatory framework and with the most recent best practices of corporate governance.

Further to the above, the Company revised the Charters of the Board of Directors and its Committees (i.e. Audit Committee, Risk Management Committee, Remuneration Committee and Corporate Governance, Sustainability and Nominations Committee) as well as the Remuneration Policy for Alpha Services and Holdings and its Group which will be approved by the Board of Directors within the first quarter of 2024. The Policy for the Evaluation of Senior Executives and Key Function Holders was discussed and approved by the Board of Directors of the Company at the meeting of January 2024.

4. Corporate Governance at Group Level

During 2023, the Board Committees of the Company met with the Board Committees of the Subsidiaries. Further to the above, the Board of Directors and its Committees reviewed the Subsidiaries' Boards of Directors and Committees Annual and Semi-Annual Activity Reports regarding the fulfillment of their responsibilities. Moreover, they discussed matters related to the Board structure and practices on corporate governance. Further to the above, the Board of Directors through the Corporate Governance, Sustainability and Nominations Committee was informed of changes in the Subsidiaries' Boards of Directors and Committees.

5. 2023 Highlights

Landmark agreement between Alpha Services and Holdings S.A. and UniCredit

On October 23, 2023 the CEO of the Company announced a strategic partnership with UniCredit S.p.A., the largest Italian bank and one of the major banking groups globally. It is a landmark agreement in line with the implementation of the Strategic Plan and with the objective to create value for the Shareholders and for the economies where it operates.

The agreement concerned:

1. The submission by UniCredit of an offer to the Hellenic Financial Stability Fund (HFSF) for the total stake it held in Alpha Services and Holdings S.A. This was a proposal of high strategic importance, supporting the strategic planning of the State with regard to the HFSF divestment from the Greek banks, which, as it was accepted by the HFSF, allowed Alpha Bank to return to full private ownership, while also becoming the only bank in Greece with a strategic investor participating in its capital.
2. The fact that Alpha Bank and UniCredit joined forces in Romania by merging the two subsidiaries in the country to create the top 3 player in the Romanian banking market. This decision was consistent with the objective to best leverage assets and maximize value creation, by releasing capital, while also maintaining strong revenue streams through a 9.9% stake in the new, larger bank and capitalizing on the positive prospects of the Romanian economy. As a result, the Alpha Bank Romania Customers will gain access to a broader range of services and products, while the Employees will join the group of a strong international player from Europe.

3. A commercial partnership with UniCredit in asset management, specifically through a joint venture in mutual fund distribution and bancassurance, whereby UniCredit acquired a 51% equity interest in AlphaLife Insurance Company S.A. This partnership was fully aligned with the objectives of the Company. In addition, the strategic partnership with UniCredit allowed the Company to utilize the former's strong expertise, products portfolio and extended network in Central and Eastern Europe, in order to further develop the penetration capabilities of the customers to these markets.

HFSF divestment from Alpha Services and Holdings S.A.

On 13.11.2023 the HFSF announced the successful disposal of its entire stake in the share capital of Alpha Services and Holdings S.A. to UniCredit S.p.A., pursuant to a share purchase agreement entered into between the HFSF and UniCredit on 12.11.2023 and following the completion of a competitive process launched by the HFSF on 30.10.2023, which was triggered by the relevant binding offer of UniCredit received by the HFSF on 23.10.2023 for the acquisition of HFSF's entire stake in the share capital of Alpha Services and Holdings. Upon completion of the abovementioned sale, the HFSF has no longer the special rights provided for in Law 3864/2010, as in force, including the right to appoint a representative in the Board of Directors and Committees. Therefore, as of 15.11.2023 Mr. Johannes Herman Frederik G. Umbgrove's appointment by the HFSF as its representative in the Board of Directors and its Committees has been revoked and his mandate with the HFSF has been terminated. The same applies for the HFSF's Observer. Mr. Johannes Herman Frederik G. Umbgrove remains a Non-Executive Member of the Board of Directors.

6. 2024 Priorities

The main Corporate Governance priorities for 2024 include but are not limited to those presented below:

- Further enhancement of diversification in the Board of Directors and in the Management.
- Review of the Company's Corporate Governance documents taking into consideration the regulatory developments.
- Provision of further specialized training to the Members of the Board of Directors.
- Monitoring of the adoption of corporate governance practices by the Subsidiaries.
- Approval of new policies following the developments in the field of corporate governance.
- Monitoring of the implementation of the Succession Policy.
- Monitoring of the implementation of the Variable Remuneration Framework.

C. INTERNAL CONTROL SYSTEM (ICS)

The Internal Control System, on which the Company places great emphasis, comprises all mechanisms and procedures relating to all the activities of the Company at an individual and a Group level and is designed to ensure:

- the consistent implementation of the business strategy with an effective utilization of the available resources,
- the identification and management of all risks undertaken to achieve business objectives,
- the completeness and the reliability of the data and information required for the accurate and timely determination of the financial situation of the Company and the generation of reliable Financial Statements,
- the compliance with the current regulatory framework, the internal regulations, the rules of ethics,
- the prevention and avoidance of erroneous actions that could jeopardize the reputation and interests of the Company, the Shareholders and those transacting with it,
- the effective operation of the IT systems in order to support the business strategy and the secure circulation, processing and storage of critical business information.

The Internal Control System is structured along the three lines of defense model: the business and operational or support Units (first line); the risk management and compliance functions (second line) and the internal audit function (third line).

The Audit Committee is responsible for the monitoring of financial reporting processes, the effective operation of the internal control and risk management systems as well as for the supervision and monitoring of the performance and independence of the Statutory Certified Auditors.

The Audit Committee cooperates with the Risk Management Committee regarding the oversight of certain key areas of risk and capital management and their repercussions on the Internal Control System.

The evaluation of the adequacy and effectiveness of the Internal Control System of the Company is conducted:

- a. On a continuous basis through the review of audits conducted by the Internal Audit Unit at a Group level, following a risk-based audit plan, and the activity performed by the Compliance Unit as well as the Risk Management Unit.
- b. Regularly, by the Audit Committee of the Board of Directors, on the basis of the relevant data and information received through the year from the Internal Audit Unit, the Compliance Unit, the Risk Management Unit and the Management as well as on the basis of the findings and observations from the External Auditors and the Regulatory Authorities.
- c. Periodically by external auditors, other than the Statutory Certified Auditor, who are highly experienced individuals in the field of internal control (external auditors or special advisors), who are independent of the Group.

With regard to the financial reporting and accounting processes in particular, the Company has in place policies and procedures established in accordance with the current legislation and the accounting standards in force, as defined in the International Financial Reporting Standards (IFRS), that have been adopted by the European Union, pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002. The primary procedures followed by the Company in order to ensure control effectiveness and to prevent errors and fraud include the segregation of duties and the four-eyes principle, based on shared responsibilities for key processes to more than one persons or Divisions and on the approval of certain activities by at least two people.

The accounting system of the Company and the Group is supported by appropriate IT systems which have been adapted to the business requirements of the Company and the requirements of the accounting standards.

Accounting and control procedures have been established in order to ensure the completeness, correctness and the accuracy of the entries in the accounting books as well as the completeness and validity of the Financial Statements.

1. Internal Audit Function

The purpose of the Internal Audit Function is to provide independent, objective assurance and consulting services designed to add value and improve the operations at Group level. The mission of the Internal Audit Function is to enhance and to protect the organizational value by conducting risk-based audits and by reviewing the internal governance arrangements, processes and mechanisms to ascertain that they are sound and effective, implemented and consistently applied as well as to provide objective assurance, advice and insight.

The Internal Audit Function helps accomplish the Company's objectives by providing a systematic and disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes.

The Internal Audit Function conforms to the Institute of Internal Auditor's International Professional Practices Framework (IPPF). Furthermore, it applies the relevant regulatory framework, including Articles 15-16 of Law 4706/2020 and the European Banking Authority (EBA) guidelines on internal governance under Directive 2013/36/EU section 22, on the Internal Audit Function.

The Head of the Internal Audit is appointed by the Board of Directors following a proposal by the Audit Committee and reports functionally to the Board of Directors, through the Audit Committee. For solely administrative purposes the Head of the Internal Audit reports to the Chief Executive Officer. He is in charge of managing the independent Internal Audit Function. The

performance of the Head of the Internal Audit is reviewed and evaluated by the Board of Directors through the Audit Committee. The Audit Committee may consult with the CEO and others on this purpose.

The Head of the Internal Audit has unrestricted access to the Board of Directors and the Audit Committee, communicates and interacts directly with them, including in private meetings without the Management being present, where necessary. This should not prevent the Head of the Internal Audit from reporting within the regular reporting lines as well.

The Board of Directors authorizes and the Audit Committee supports the Internal Audit Function to:

- Have unfettered institution-wide, full, free and unrestricted access to all functions, records, documents, information, buildings, property and Personnel of the Group pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information. This should include access to the Management Information Systems and the Minutes of the meetings of all Committees and decision-making bodies.
- Have sufficient resources and ensure that the qualification of the Internal Audit Function's staff members and resources, in particular its auditing tools and risk analysis methods, are adequate for the Company's size and locations, as well as for the nature, scale and complexity of the risks associated with its business model, activities, risk culture and risk appetite.

The Internal Auditors maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe that no quality compromises are made in their work product and that they do not subordinate their judgment on audit matters to others. The Internal Auditors have no operational responsibility for or authority over any of the activities audited. Furthermore, they are not related with the activities they are assigned to audit from an organizational perspective. The Head of the Internal Audit confirms to the Board of Directors and to the Audit Committee, at least annually, the organizational independence of the Internal Audit Function.

The scope of internal audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Audit Committee and to the Board of Directors on the adequacy and effectiveness of governance, risk management and control processes for the Company.

The Head of the Internal Audit has the responsibility to:

- Submit, at least annually, a risk-based Internal Audit Plan on the basis of the annual risk assessment process for approval to the Board of Directors following the endorsement thereof by the Audit Committee.
- Review and adjust the Internal Audit Plan, as necessary, in response to changes in the Alpha Services and Holdings S.A. internal and external business risks, operations, programs, projects, systems and controls.
- Communicate to the Board of Directors and to the Audit Committee any significant changes to the Internal Audit Plan for approval.
- Ensure execution of the Internal Audit Plan, including the establishment of objectives and scope, the assignment of appropriate and adequately supervised resources, the documentation of work programs and testing results and the communication of engagement results and recommendations to appropriate stakeholders.
- Follow up the engagement findings and corrective actions and submit regularly to the Board of Directors and to the Audit Committee written reports on major identified deficiencies as well as any corrective actions not effectively implemented.
- Ensure that the Internal Audit Function applies and upholds the principles of integrity, objectivity, confidentiality and competency and periodically report conformance with the IIA's Code of Ethics to the Board of Directors and to the Audit Committee.
- Ensure that the Internal Audit Function collectively possesses or obtains the knowledge, skills and other competencies needed to meet the requirements set by the Internal Audit Charter.
- Communicate to the Board of Directors and to the Audit Committee the impact of resource limitations on the Internal Audit Plan.
- Ensure that emerging trends and successful practices in internal auditing are considered.
- Establish and ensure adherence to policies and procedures designed to guide the Internal Audit Function.

- Ensure adherence to the Company’s relevant policies and procedures, unless such policies and procedures conflict with the Internal Audit Charter. Any such conflicts will be resolved or otherwise communicated to Board of Directors and the Audit Committee.
- Ensure conformance of the Internal Audit Function with the standards, with the following qualifications:
 - a. If the Internal Audit Function is prohibited by law or regulation from conformance with certain parts of the standards, the Head of the Internal Audit will ensure appropriate disclosures and conformance with all other parts of the standards.
 - b. If the standards are used in conjunction with requirements issued by other Supervisory Authorities, the Head of the Internal Audit will ensure that the Internal Audit Function conforms with the standards, even if it also conforms with the more restrictive requirements set by other Supervisory Authorities and local laws and regulations.

2. Compliance Function

The Compliance Function is responsible for the monitoring of the Compliance Risk at the level of the Company and the Group, as per the duties and responsibilities included in its Charter.

Being part of the Second Line of Defense, the Compliance Function is responsible for identifying and assessing the compliance risk and for informing the competent bodies accordingly as well as for proposing appropriate measures to address the identified weaknesses and for monitoring their implementation.

Compliance Risk is the risk that affects the business model, the reputation and the financial status of the Company, due to the failure to comply with the regulatory framework applicable to the Company, the regulatory Acts issued by the Authorities, the Code of Conduct and Ethics as well as the internal procedures.

In terms of governance, the Compliance reports functionally through the Audit Committee to the Board of Directors and administratively to the Chief Risk Officer. It constitutes an independent function and is empowered with unrestricted access to data and information necessary to carry out its mission. The Management ensures the availability of the required resources which enable the Compliance Function to perform its duties.

The Compliance Function is subject to audits or reviews carried out by the Competent Authorities and supervisors [Single Supervisory Mechanism (SSM), Bank of Greece, Hellenic Capital Market Commission] and by the Internal Audit.

The Compliance Function is responsible for:

- Representing the Company to supervisory and other authorities;
- Reporting to the Management regarding the compliance level of the Company and proposing actions for enhancing adherence of the Company to the regulatory framework requirements;
- Establishing and implementing appropriate and up-to-date policies and procedures, with a view to achieving the Company’s compliance with the applicable regulatory framework;
- Assessing the complexity and nature of the Company's activities, including the development and promotion of new products and business practices, when introducing relevant policies and procedures;
- Ensuring the timely, complete and continuously effective management of the relevant Compliance risks, by following a systematic methodology and by introducing enhancements in case of discrepancies. To this end, it designs performance and risk indicators, in order to measure the Compliance residual risk and to frame the Compliance Risk Appetite;
- Monitoring the adherence to the contextually applicable regulatory framework and the adoption of the Group Policies from the Subsidiaries in order to facilitate a harmonized Compliance approach among them.

- Ensuring the continuous update of the Officers regarding the applicable regulatory framework, through training based on compliance-oriented programs.

The Compliance Function drafts the Annual Compliance Program which is reviewed by the Audit Committee for endorsement and is subsequently submitted for approval to the Board of Directors.

It cooperates, *inter alia*, with the Internal Audit, the Legal, the Risk Management and Business area when appropriate, to deal with compliance issues under a common approach.

The Head of Compliance is the Group Compliance Officer and is responsible for:

- assessing the Company's level of compliance with the requirements of the legal and regulatory framework and with the internal procedures as well as for providing the relevant information to the Management;
- supervising the Personnel that performs tasks involving Compliance matters and ensuring their adequate training and continuous information on relevant developments;
- continuously monitoring trends, best practices, laws and regulations on Compliance matters;
- supervising the Subsidiaries' Compliance functions;
- reporting to the Audit Committee and to the Board of Directors and informing the Competent Authorities on Compliance matters;
- ensuring the proper organization and operation of the Compliance as well as the organization and coordination of the Compliance Units and the Compliance Officers of the Subsidiaries, providing respective guidelines.

3. Risk Management Function

The Company commits to achieving a strong control environment and a distinctive risk management capability in order to meet its performance objectives and to achieve continuous improvement in the area of risk management.

The Risk Management Function is independent from any executive activities and Units.

All Risk Management Policies and Frameworks are approved by the appropriate Committees and are based on the following guiding principles:

- risk-appetite driven;
- an integral part of the business strategy and the decision-making;
- responsibility driven;
- transparent through clear communication lines;
- documented appropriately, ensuring that all risk identification, assessment, monitoring, reporting, control/mitigation, activities and systems perform as required;
- structured appropriately, ensuring that adequate information and reporting mechanisms are provided to all levels of the Management.

The Risk Management Framework, policies and procedures are reviewed annually. The Risk Management Framework is based on an extensive set of risk policies. The main objective of the Risk Management Framework in place is to ensure that the outcomes of risk-taking activities are consistent with the Group's strategy and risk appetite and that there is an appropriate balance between risk and reward in order to maximize shareholder returns. The Risk Appetite Framework, which constitutes a major component of the Risk and Capital Strategy, allows the Company to combine the corporate and business strategy with the financial and capital planning and with the Risk Management Framework.

The risk analysis is integrated into the Company's annual strategic planning process and strategic plan goals are reviewed on the basis of the risk policy.

The risk management is spread across three different levels, in order to create a Three Lines of Defense Model in which the Company has integrated Climate and ESG Risk through the establishment of a dedicated horizontal function. The duties and responsibilities of all lines of defense are clearly defined and separated and the relevant roles are sufficiently independent.

The Chief Risk Officer reports to the Risk Management Committee and, through the latter, to the Board of Directors. Moreover, he has the overall responsibility for all the risk issues outlined in the relevant risk policies and additionally supervises and coordinates the risk management activities of the Company.

His main responsibilities are as follows:

- Ensures that appropriate risk management policies are in place and in line with the Group's risk management strategy, risk appetite and business objectives and oversees the risk policies implementation;
- Ensures that there are appropriate risk management tools and methods in place, including the models for risk identification, assessment, monitoring, controlling, reporting and stress testing;
- Ensures that the Company adequately embeds all risk types in the risk appetite statement and framework, business strategy and risk management framework;
- Ensures compliance with all internal and regulatory risk limits as well as that any deviations from the risk appetite are timely communicated to the Risk Management Committee;
- Ensures that the Company holds adequate economic and regulatory capital;
- Participates in the evaluation of the Company's economic and regulatory capital by the regulatory authorities;
- Monitors the "troubled assets" portfolio and recommends impairment levels;
- Provides the Risk Management Committee, on a regular basis, with adequate reporting in order to enable the Committee to properly advise the Board of Directors on the Group's exposure, profile and strategy;
- Submits to the Board of Directors annually, through the Risk Management Committee, reports in relation to the Company's Risk Management activities across risk types.

The Audit Committee and the Risk Management Committee, in a joint session, provide oversight of certain key areas of risk and capital management and their repercussions on the Internal Control System and they review issues relevant to the remediation plans related to regulatory/supervisory assessments, operational risk and other issues of importance and common interest.

4. Periodical Assessment of Internal Control System

The Company has endorsed the Policy and Procedure for the External Periodical Assessment of the Internal Control System, according to the respective legal and regulatory framework (Law 4706/2020, article 14).

The abovementioned Policy aims at setting the standards for the assessment perimeter, the external auditor assessment procedure, the characteristics required from the auditors, the audits' periodicity, the assessment report contents and recipients. The Audit Committee is responsible for monitoring the Internal Control System Policy and Procedures.

The Internal Control System assessment is carried out every three years by independent external auditors and upon the conclusion of the assessment a Report is being prepared where the auditors' findings are outlined along with their analysis and conclusions. The latest assessment report was issued by Mazars in June 2023, covering the period 2020-2022, and it was submitted to the Board of Directors, through the Audit Committee, and then to the Bank of Greece. As a result of their assessment nothing came to their attention that causes them to believe that there are material weaknesses affecting the adequacy of Company's Internal Control System.

D. SHAREHOLDERS

1. General Meeting of Shareholders

The General Meeting of Shareholders is the supreme governing body of the Company and resolves on all corporate affairs, in accordance with the applicable legislation. The resolutions of the General Meeting, which are in accordance with the applicable law, shall be binding upon absent and dissenting Shareholders as well.

The General Meeting of Shareholders shall be convened by the Board of Directors, or otherwise as stipulated by the applicable legislation, at the Company's registered office or in the district of another municipality within the prefecture of the registered office or another contiguous municipality to the registered office or in the registered office of the Athens Exchange in which the Company's shares are listed for trading, at least once in the course of the fiscal year at the latest by the tenth calendar day of the ninth month following the end of the fiscal year (Ordinary General Meeting) or on an ad hoc basis.

The General Meeting shall be presided over provisionally by the Chair of the Board of Directors and he/she shall name provisional secretaries and ballot-collectors, until the list of Shareholders with a right to participate in the General Meeting has been ratified and the regular Presidium, i.e. the permanent Chair as well as the permanent secretaries and the ballot-collectors, is elected by the General Meeting.

Persons having the Shareholder capacity on the record date, as defined by the legislative framework, are entitled to participate in the General Meeting. Shareholders must timely and properly abide by the provisions of the law and the relevant invitation to the General Meeting. In any other case, their participation will be allowed only upon permission from the General Meeting.

Shareholders participate in the General Meeting either in person or by proxy. Minors, persons under judicial guardianship and legal entities shall be represented in accordance with the applicable legislation. The appointment and revoking or replacement of representatives is effected in writing (via private or public document) or, upon a resolution by the Board of Directors, via electronic mail and/or other electronic means of communication, in accordance with the instructions included in the Invitation to the General Meeting.

Following a resolution of the Board of Directors and pursuant to the applicable legislation, the proceedings of the General Meeting may take place via teleconference.

Following a resolution of the Board of Directors, it may be resolved that Shareholders may participate in the General Meeting via a Mail Vote, i.e. by mail or by electronic means, prior to the General Meeting, in accordance with the applicable legislation and with the instructions included in the invitation to the General Meeting.

The Members of the Board of Directors and the auditors of the Company may attend the General Meeting. Upon permission granted by the Chair of the General Meeting, the presence of other persons not having the Shareholder capacity may be allowed.

During 2023 one General Meeting of Shareholders was held.

Ordinary General Meeting of Shareholders on 27.7.2023

Ordinary General Meeting Quorum

Shareholders (in person or by proxy)	687
Common, registered, dematerialized shares with voting rights	1,609,263,400 ¹
Voting share capital of the Company	68.51%

¹ out of a total of 2,348,908,567 common, registered, dematerialized shares with voting rights

Voting results and resolutions

All the items of the agenda were approved by the Ordinary General Meeting of Shareholders. The resolutions approved and the valid votes are presented below:

ITEM	AGENDA	% VALID VOTES
1	Approval of the Annual Separate and Consolidated Financial Statements of the financial year 2022 (1.1.2022 - 31.12.2022), together with the relevant reports of the Board of Directors which are accompanied by the Statutory Certified Auditors' Report.	99.84%
2	Approval of (a) the netting-off of the Retained Earnings/(Losses) against the Statutory Reserve, the Special Reserve of article 31 of law 4548/2018 and the Share Premium and (b) the potential distribution of the intragroup dividend reserve.	100.00%
3	Approval of the overall management for the financial year 2022 (1.1.2022 - 31.12.2022) as per article 108 of law 4548/2018 and discharge of the Statutory Certified Auditors for the financial year 2022, in accordance with article 117(1)(c) of law 4548/2018.	99.80%
4	Appointment of Statutory Certified Auditors for the financial year 2023 (1.1.2023 - 31.12.2023) and approval of their fee.	100.00%
5	Approval of the Members of the Board of Directors' remuneration for the financial year 2022 (1.1.2022 - 31.12.2022).	99.97%
6	Approval, in accordance with article 109 of law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2023 (1.1.2023 - 31.12.2023).	99.96%
7	Deliberation and advisory vote on the Remuneration Report for the financial year 2022, in accordance with article 112 of law 4548/2018.	99.97%
8	Approval of the updated and amended Remuneration Policy of the Members of the Board of Directors in accordance with articles 110 and 111 of law 4548/2018.	99.67%
9	Submission of the Activity Report of the Audit Committee for the year 2022, in accordance with article 44 of law 4449/2017.	Non-Voting Item
10	Submission of the Report of the Independent Non-Executive Members, according to article 9(5) of law 4706/2020.	Non-Voting Item
11	Approval of the updated and amended Suitability and Nomination Policy for the Members of the Board of Directors.	100.00%
12.a	Announcement on the election by the Board of Directors of two new Members of the Board of Directors in replacement of Members who have tendered their resignation.	Non-Voting Item
12.b	Decision on the appointment of Independent Non-Executive Members of the Board of Directors.	Itemized ballot
12.b.1	Diony C. Lebot	99.83%
12.b.2	Panagiotis I.-K. Papazoglou	99.83%
13	Determination of the type of the Audit Committee, its term of office, the number and the qualifications of its Members as per article 44 par. 1 case b) of law 4449/2017.	99.83%
14	Publication to the Ordinary General Meeting of the Shareholders of the Company, according to article 97 par. 1 (b) of law 4548/2018, of any cases of conflict of interest and agreements of the financial year 2022 which fall under article 99 of law 4548/2018.	Non-Voting Item
15	Establishment of a Share Buyback Program in accordance with article 49 of law 4548/2018 and authorization to the Board of Directors for its implementation.	100.00%
16	Establishment, in accordance with article 114 of law 4548/2018, of a program for free distribution of shares of the Company for Members of the Management and Employees of the Company and its affiliates and granting of authorization to the Board of Directors in relation to the program.	99.67%
17	Granting of authority, in accordance with article 98 par. 1 of law 4548/2018, to the Members of the Board of Directors and the General Management as well as to Managers of the Company to participate in the boards of directors or in the management of companies having purposes similar to those of the Company.	100.00%

The Resolutions adopted at the Ordinary General Meeting of Shareholders held on 27.7.2023 have been posted on the Company's website (<https://www.alphaholdings.gr/en/investor-relations/general-meetings>).

2. Communication with Shareholders, Investor Roadshows and Corporate Governance Meetings

In order to enhance the active participation of the Shareholders in the General Meetings and the genuine interest in issues relating to its operation, the Company applies procedures of active communication with them and establishes the appropriate conditions so that the policies and strategies adopted are based on the constructive exchange of views with them.

The Company enhances its relations with proxy advisors and investors who focus on corporate governance, providing them, where necessary, with further information so as to facilitate their decision-making process on corporate governance matters of the Company in view of the General Meetings of Shareholders.

In particular, given the increasing interest of investors and proxy advisors in corporate governance issues, bilateral meetings were held throughout the year with representatives from proxy advisors, analysts and investors. It is noted that, in 2023, (from December 2022 to February 2023), twelve roadshows with ten investors and two international proxy advisors took place with the participation of the Chair of the Corporate Governance, Sustainability and Nominations Committee and of Executives of the Company.

The roadshows focused mainly on the below elements:

- ✓ Strategic Overview,
- ✓ Corporate Governance (Board Structure/Board Effectiveness and Remuneration),
- ✓ Sustainability.

Through this initiative, the Company aimed at increasing awareness and understanding among the key Stakeholders of the Company's Sustainability initiatives, engaging with key Stakeholders and sustaining dialogue on sustainability issues, strengthening relationship with ESG-focused Shareholders, demonstrating the Company's progress on and commitment to sustainable practices, collecting stakeholder feedback and identifying key concerns to shape the Company's future strategy and demonstrating the Company's commitment to open dialogue, transparency and accountability.

Furthermore, during 2023 (from November to December 2023), in view of the Annual General Meeting of Shareholders of 2024, seven roadshows took place with the participation of Members of the Board of Directors (the Chairs of the Corporate Governance, Sustainability and Nominations Committee and of the Remuneration Committee) and of Executives of the Company. These roadshows mainly focused on the below elements:

- ✓ Strategic Overview,
- ✓ Corporate Governance (Board Structure/Board Effectiveness and Remuneration),
- ✓ Sustainable Banking (Environmental Strategy and Sustainable Finance),
- ✓ Social Impact Strategy (Our People and Our Communities).

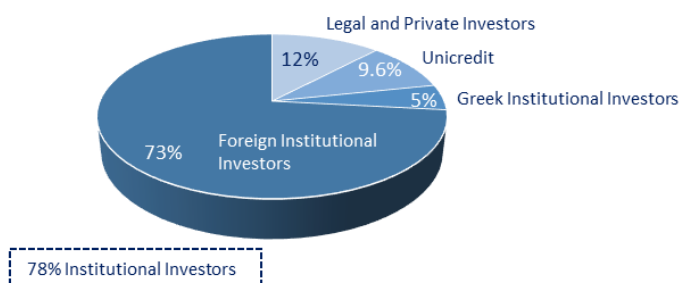
Moreover, the Company enhanced relations with Stakeholders who focus on corporate governance, providing them, where necessary, with further information so as to assist their decision-making process, leading to further improving the Company's corporate governance, while also facilitating their voting recommendations on governance matters in view of the upcoming General Meetings of Shareholders.

Following these meetings, the Company enhanced the information provided to the Institutional Shareholder Services (ISS) database. As a result, the Company's ISS rating during 2023 regarding governance improved from 6 (December 2021) to 3 (December 2023) (1 being the best score).

3. Shareholder Structure

The share capital of the Company amounts to the total amount of Euro 681,992,324.59, divided into 2,351,697,671 common, registered, dematerialized shares with voting rights, of a nominal value of Euro 0.29 each.

The above-mentioned share capital of the Company has resulted, *inter alia*, from the share capital increase pursuant to the resolution of the Board of Directors of the Company as of 28.9.2023, in accordance with article 113 par. 3 of Law 4548/2018, in the context of the implementation of the resolution of the Ordinary General Meeting of Shareholders of July 31, 2020 on the approval of a Stock Options Plan, for the years 2020-2024, by the amount of Euro 808,840.16, by issuing and granting to the Beneficiaries/Employees of the Company and its Affiliated Companies 2,789,104 common, registered, dematerialized shares of the Company with voting rights, of a nominal value of Euro 0.29 each, whereby the difference between the offer price and the nominal value of 2,648,860 shares, amounting to a total of Euro 26,488.60, was credited to the special account (share premium account) under the title "issuance of shares above par value".



E. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Commitment to Sustainability

The Company is committed to operating responsibly and with a long-term view of sustainable value creation for its Shareholders and other Stakeholders, taking due account of the economic, social and environmental parameters of its activities, both in Greece and in the other countries where it operates. As part of its Sustainability Strategy and based on the relevant laws, on international guidelines and best market practices as well as on the Group's policies, the Company has identified four primary Stakeholder groups, namely, (i) Investors (as well as investment analysts and advisors), (ii) Customers, (iii) Employees and Society and (iv) Official and Regulatory Authorities. Accordingly, the Company engages in an ongoing dialogue and collaboration with these Stakeholders, in order to understand and address their expectations, needs and concerns in the most appropriate way possible. As a result, the Company balances its profitability goals with the needs of its Customers and the Environment and Society as a whole by integrating Environmental, Social and Governance (ESG) principles into its corporate strategy and operations and invests in its Employees, its Network and its infrastructures to develop and place high-quality services and products on the market.

In the context of the responsible operation, the Company developed, in 2023, a comprehensive Sustainability Strategy in order to prioritize its resources appropriately and to be able to play a significant role in the journey towards sustainable development. Therefore, the Company has committed to:

- Support an environmentally sustainable economy;
- Foster healthy economic and societal progress;
- Ensure robust and transparent governance.

These commitments are supported by concrete targets and KPIs, which are presented in the Non-Financial Report and the Sustainability Report of Alpha Services and Holdings S.A.

Environmental Stewardship

In 2023, the most notable manifestation of the commitment to a sustainable economy was the decision to become Alpha Bank, the first Greek Bank to join the NetZero Banking Alliance and to achieve Net Zero greenhouse gas emissions by 2050.

At the same time, the Company continued to implement the ESG Workplan, which aims to integrate sustainability and climate risk criteria into the decision-making processes, including strategy, risk management, lending and operations.

As a result, the portfolio of green loans and investments increased and supported projects that enable renewable energy generation and contribute to a more sustainable economy.

Additionally, the Company continued its journey towards reducing its own carbon footprint. Significant investments were made in green building technologies, resulting in lower energy consumption across Branches and Business Centres.

Finally, the Company focused on increasing the awareness on ESG and climate risks by providing Customer Relationship Managers with training and support on sustainable finance. It is noted that, in 2023, 80% of the Company's employees in Wholesale Banking business were trained on ESG issues.

Social Responsibility

The Company has adopted and integrated the Corporate Responsibility Policy, as part of its strategy for sustainable development and commitment to operating responsibly as well as meeting best practice standards in its activities. In order to enhance social responsibility and integrate it into the Group's Principles and Values, the Company implements internationally-recognized best practice on sustainable development, including the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises on Responsible Business Conduct, the Core Conventions of the International Labour Organization (ILO) and the Universal Declaration of Human Rights (UDHR), as well as complying with all legal and regulatory obligations.

The Company responsibly implements several policies with regard to the protection and promotion of its Human Resources, as described in detail in the Non-Financial Report. The health and development of its Employees is a priority and the Company provides a healthy work environment, in which its Employees broaden their knowledge and skills and contribute to the development of new products and services in an environment of diversity and inclusion, where every individual feels valued and respected.

Moreover, the Company enhances financial inclusion and supports the Greek economy by providing access to financing, offering products and services with specific social and environmental characteristics and supporting its Customers in their transition to more sustainable business models.

Finally, the Company's commitment to social welfare is reflected in its numerous community outreach programs.

Robust Governance

The Group ESG Governance model, which ensures the effective management of Sustainability issues, was further enhanced by the establishment of expert teams with advanced skills in specific areas, such as the Climate and ESG Risk Team and the Sustainability Strategy lead in the Strategy and Investments Business Area.

At the Board level, the Corporate Governance, Sustainability and Nominations Committee acts as the ultimate liaison and responsible Board Committee for all sustainability/ESG issues. During 2023, the Corporate Governance, Sustainability and Nominations Committee met 11 times.

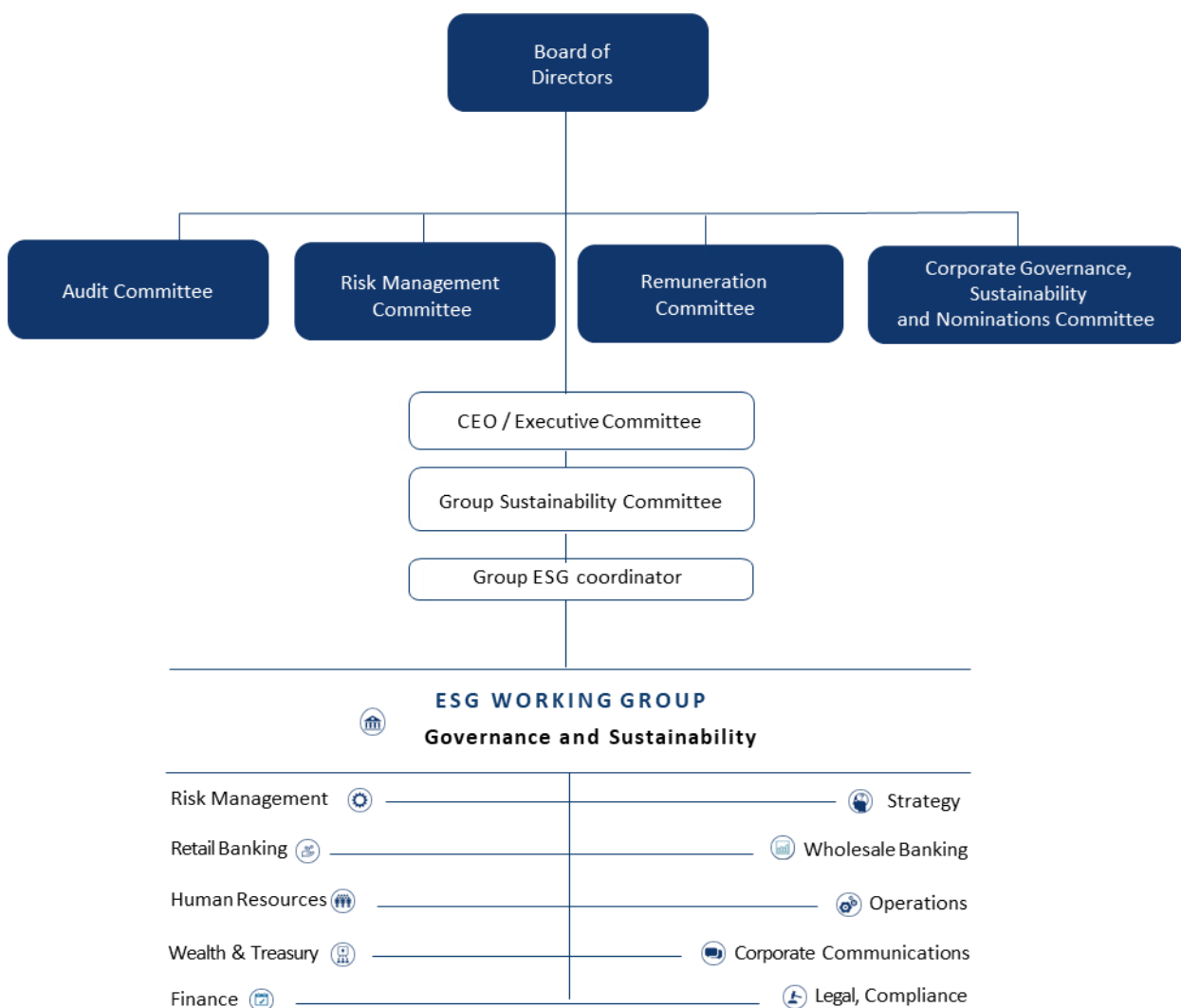
At the Executive Management level, a key part of the ESG Governance structure is the Group Sustainability Committee, which oversees ESG topics, steers the Group's Sustainability Strategy, oversees its implementation and supports the Board of Directors in their oversight of Climate & ESG Risks and Sustainability in general. The committee membership includes six Chiefs as permanent members and eight additional members at senior executive level. The Group Sustainability Committee met nine times during 2023 to discuss, among others, the progress in ESG integration and the corresponding action plan to meet the supervisory expectations. The Committee Members examined the Company's Sustainability Strategy and commercial implications as well as the Sustainable Finance Framework operationalization and developments with regard to the IT systems' integration. The Members of the Committee were also informed about the materiality assessment of climate risk, the ESG

training provided to the Company’s Employees and the progress of international subsidiaries in integrating ESG criteria in their processes. They also exchanged views on the measurement of financed emissions and climate strategy target setting and reviewed the Company’s disclosures. The Committee approved the ESG Operating Model, the risk identification and materiality assessment of Climate Risk, the updated policies and the sustainability-related disclosures.

The 2024 ESG Workplan was presented to the Committee members with priority initiatives to further integrate ESG issues into strategy and planning, to advance the Company’s climate risk management, to support its Customers’ decarbonization efforts and to meet regulatory expectations.

At the Operational level, the ESG Working Group is responsible for implementing key initiatives, led by the Group ESG Coordinator, who also provides direction to Subsidiaries and other Units. The Bank’s Governance and Sustainability Business Area drives the ESG agenda and ensures internal adoption of best practice across the Group.

The Climate, ESG and Enterprise Risk Management coordinates closely with the Governance and Sustainability Business Area on ESG and climate-related issues as well as with the Supervisory Issues Management Business Area on risk-related input to supervisory processes/submissions. Among others, the Climate, ESG and Enterprise Risk Management Business Area provides expert guidance for ESG integration in the Risk Management Framework, supports consistency and adequacy of risk input across risk types, reviews questionnaires in the borrower assessment process, designs assessment methodologies (e.g. for physical climate risk) and is responsible for the risk-related aspects of strategy-setting and business planning.



The Company's organization and operation follow the best banking and business practices and are governed by the principles of integrity, honesty, impartiality and independence, confidentiality and discretion, as provided for in the Company's Code of Conduct and Ethics and in the principles of Corporate Governance. Particular significance is attached to the identification, measurement and management of risks undertaken, to the compliance with the legal and regulatory framework as in force and to transparency with the provision of full, accurate and truthful information to the Company's Stakeholders.

Future Outlook

Looking ahead, the Company remains committed to further integrating ESG considerations in its business decisions, innovating and investing in products and services that advance sustainability, and expanding its ESG engagement with the Stakeholders, providing a comprehensive understanding of its sustainability initiatives and progress.

F. BOARD OF DIRECTORS AND COMMITTEES

1. Board of Directors

The Board of Directors is responsible for the management of the Company's affairs and its representation *vis-à-vis* third parties. Further, it has the ultimate and overall responsibility for the Company and defines, oversees and is accountable for the implementation of the governance arrangements within the Company that ensure effective and prudent management of the Company. Among others, the Board of Directors:

- a. has the overall responsibility for the Company and approves and oversees the implementation of the Company's strategic objectives, risk strategy, ESG strategy and internal governance;
- b. ensures the integrity of the accounting and financial reporting systems, including financial and operational controls and compliance with the law and relevant standards;
- c. oversees the process of disclosure and communications;
- d. is responsible for providing effective oversight of the Senior Management.

The Board of Directors consists of no less than nine and no more than fifteen Members (only odd numbers are allowed, while an even number can be accepted temporarily for a justified reason), including Executive and Non-Executive Members, in accordance with the provisions of the applicable legislation. The Independent Non-Executive Members are not less than 50% of the total number of its Members. A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Law 4548/2018.

The tenure of the Members of the Board of Directors is quadrennial. It may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting and until the respective resolution has been adopted.

The Board of Directors meets whenever is required for the proper discharge of its responsibilities. At the beginning of each calendar year, the Board of Directors adopts a calendar and an annual work plan. The work plan may be reviewed by the Board of Directors on an ongoing basis, as needed.

The meetings of the Board of Directors are convened upon the invitation of the Chair of the Board of Directors or at the request of at least two Members.

The Board of Directors may validly meet by videoconference or teleconference, in respect of some or all of its Members. In this event, the invitation to the Members of the Board of Directors includes the necessary information and instructions for their participation in the meeting.

The Board of Directors achieves a quorum and convenes validly when at least half of its Members plus one are present or represented. In any case, the number of Members personally present either physically, by videoconference or by teleconference may never be less than six.

At the Board of Directors' meetings where the drafting of Financial Statements of the Company is discussed or the daily agenda of which includes items, for the approval of which a decision by the General Meeting, by special quorum and a majority, is set forth, in accordance with Law 4548/2018, a quorum of the Board of Directors is achieved if at least two Independent Non-Executive Members are present. In case of unjustified absence of an Independent Member at two, at least, consecutive meetings of the Board of Directors, such Member is considered to have resigned. Such resignation is ascertained by a decision of the Board of Directors, which proceeds with the replacement of the Member.

The resolutions of the Board of Directors shall be passed by absolute majority of the Members present or duly represented, unless otherwise stipulated by the Company's Articles of Incorporation or the law. In case there is no unanimous decision, the views of the minority shall be recorded in the Minutes.

Subject to the respective provisions of the related legal and regulatory framework and the Company's Articles of Incorporation, the specific duties and responsibilities as well as the principles and the framework for the proper operation of the Board of Directors are set out in its Charter, which is posted on the Company's website (<https://www.alphaholdings.gr/en/corporate-governance/administrative-structure/board-of-directors>).



(Based on the composition of the Board of Directors on 31.12.2023)

During 2023, the following changes took place with regard to the composition of the Board of Directors and its Committees:

The Board of Directors, following a relevant recommendation by the Corporate Governance, Sustainability and Nominations Committee, at its meeting held on 29.6.2023 resolved on the election of Ms. Diony C. Lebot and Mr. Panagiotis I.-K. Papazoglou as Independent Non-Executive Members of the Board of Directors of the Company with effect as of 27.7.2023, in replacement of the Independent Non-Executive Members Messrs. Richard R. Gildea and Shahzad A. Shahbaz respectively.

The Ordinary General Meeting of 27.7.2023, following a relevant proposal by the Board of Directors, resolved on the appointment of Ms. Diony C. Lebot and Mr. Panagiotis I.-K. Papazoglou, who fulfill the independence criteria according to article 9 of law 4706/2020, as Independent Non-Executive Members for the rest of the tenure of the Board of Directors of the Company,.

In particular, the individual as well as the collective suitability was assessed and reviewed, considering:

- the evaluation of the collective and individual capabilities of the Board of Directors,
- the skills, experience and knowledge, along with the qualifications of the Members of the Board of Directors as well as their CVs,
- the other professional commitments of the Members of the Board of Directors,

- the provisions of the applicable regulatory and legislative framework, the approved Suitability and Nomination Policy for the Members of the Board of Directors of the Company, the Diversity Policy of the Company, the Hellenic Corporate Governance Code, determining that, following the election of the two new Board Members:
 - ✓ the level of gender diversity shall be above the minimum legal requirements (i.e. 38.5%, exceeding the 25% legal requirement, rounded to the previous integer, pursuant to article 3 of law 4706/2020),
 - ✓ there is a significantly higher than set by applicable law number of proposed Independent Non-Executive Members, ensuring a high level of independence on the Board and its Committees (8 out of 13, i.e. 62%), and
 - ✓ the suitability criteria set out in the current regulatory framework and the Company's Suitability and Nomination Policy for the Members of the Board of Directors are met.

More specifically, it was determined that the new Members of the Board of Directors are adequately qualified, in terms of knowledge and skills, including academic and professional qualifications, their experience and background, to perform the duties assigned to them, as well as pursuant to the requirements of their position. Furthermore, for each proposed Board Member her/his honesty and integrity, good reputation, sufficiency of time to be allocated in discharging her/his duties as well as the absence of any conflict in relation to her/his election were ascertained.

It is noted that, in accordance with the provisions of the regulatory and legislative framework applying to the Company, the appointment of new Board Members is subject to approval and constant review by the European Central Bank (ECB), in the framework of the Single Supervisory Mechanism (SSM).

The Members of the Board of Directors comply with the stipulations of article 83 of Law 4261/2014 on the combination of directorships, as they do not hold more than one of the following combinations of directorships at the same time: (a) One Executive directorship and two Non-Executive directorships; (b) Four Non-Executive directorships, excluding directorships in organizations which do not pursue predominantly commercial objectives (e.g. non-profit, charities). It is noted that directorships held within the same group are regarded as one directorship (see table below in "3. Professional commitments of the Members of the Board of Directors").

The Corporate Secretariat and Governance Policies Business Area supports the functionality of the Board of Directors, its Committees and its Members and, among others, coordinates the communications among the Members of the Board of Directors, the Management and the Subsidiaries in order to achieve the effective flow of information to and from the Board.

2. CVs of the Members of the Board of Directors

The CVs of the Members of the Board of Directors are presented below and are also available on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/board-of-directors>).



Chair

Vasileios T. Rapanos

Non-Executive Member

Chair of the Board of Directors since May 2014

Nationality: Greek

Born in Kos, Greece, in 1947.

Experience: He was Deputy Governor and Governor of the Mortgage Bank (1995-1998), Chairman of the Board of Directors of the Hellenic Telecommunications Organization (1998-2000), Chairman of the Council of Economic Advisors at the Ministry of Economy and Finance (2000-2004), member of the Board of Directors of the Public Debt Management Agency (PDMA) (2000-2004) as well as Chairman of the Board of Directors of the National Bank of Greece and of the Hellenic Bank Association (2009-2012). In October 2021 he was re-elected as Chairman of the Board of Directors of the Hellenic Bank Association, a position he retained until November 2023.

Other positions of note: He is Professor Emeritus at the Faculty of Economics of the University of Athens and has been an Ordinary Member of the Academy of Athens since 2016. Moreover, he is a member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE), a member of the Board of Directors of the Biomedical Research Foundation Academy of Athens (BRFAA) and Chair of the Board of Directors of the Alpha Bank Cultural Foundation.

Education: B.A., Athens School of Economics and Business (1975), Master's in Economics, Lakehead University, Canada (1977), PhD, Queen's University, Canada



CEO

Vassilios E. Psaltis

Executive Member

Member of the Board of Directors since November 2018 and Chief Executive Officer since January 2019

Nationality: Greek

Born in Athens, Greece, in 1968.

Experience: He held various senior management positions at ABN AMRO Bank's Financial Institutions Group in London (1999-2001) and at Emporiki Bank where he worked as Deputy (acting) Chief Financial Officer (2002-2006). He joined Alpha Bank in 2007. In 2010 he was appointed Group Chief Financial Officer (CFO) and in 2012 he was appointed General Manager. Through these posts, he spearheaded capital raisings of several billions from foreign institutional shareholders, diversifying the Bank's shareholder base, as well as significant mergers and acquisitions that contributed to the consolidation of the Greek banking market, reinforcing the position of the Bank.

Other positions of note: In 2019 he was elected member of the Institut International d' Études Bancaires (IIEB). He has been a Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021 as well as Member of the Board of Directors of the Hellenic Bank Association (HBA) since October 2021.

Education: PhD in Banking, MA in Business and Banking, University of St. Gallen, Switzerland



Spyros N. Filaretos
Executive Member

Member of the Board of Directors since 2005

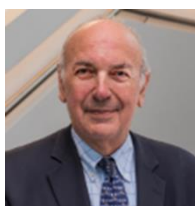
Nationality: Greek

Born in Athens, Greece, in 1958.

Experience: In 1985, he joined Alpha Bank, where he held key positions at different branches and Divisions (Organization, Human Resources and Treasury Management). He was appointed Executive General Manager in 1997 and General Manager in 2005. From October 2009 to November 2020, he served as Chief Operating Officer (COO). In December 2020, he was appointed General Manager - Growth and Innovation (new title as of 15.12.2023 Chief of Growth and Innovation).

Other positions of note: He is a Member of the Boards of Directors of Alpha Bank London Ltd and the Alpha Bank Cultural Foundation as well as Chair of the Board of Directors of Efstathia J. Costopoulos Foundation. Moreover, he is a Member of the Executive Committee.

Education: BA in Economics, University of Manchester, and MPhil in Development Economics and International Development, University of Sussex



Efthimios O. Vidalis
Non-Executive Member

Member of the Board of Directors since May 2014

Membership of Board Committees: Member of the Remuneration Committee and of the Corporate Governance, Sustainability and Nominations Committee

Nationality: Greek

Born in Washington, USA, in 1954.

Experience: He held several leadership positions for almost 20 years at Owens Corning, where he served as President of the Global Composites and Insulation Business Units. He joined S&B Industrial Minerals S.A. in 1998 as Chief Operating Officer (1998-2001), became the first non-family Chief Executive Officer (2001-2011) and served on the Board of Directors for 15 years. He was a member of the Board of Directors of Future Pipe Industries (Dubai, U.A.E.) from 2008 to 2019 and of Fairfield-Maxwell Ltd (USA) from 2018 to 2023. He was Chairman of the Board of Directors of the Greek Mining Enterprises Association (2005-2009) and member of the Board of Directors of the Hellenic Federation of Enterprises (SEV) from 2006 to 2016, where he served as Vice Chairman (2010-2014) and as Secretary General (2014-2016). Furthermore, he is the founder of the SEV Business Council for Sustainable Development and was the Chairman thereof from 2008 to 2016.

Other positions of note: He was elected President of the Executive Committee of SEV during its Annual General Meeting held in June 2020. He is a non-executive member of the Board of Directors of Titan Cement Company S.A. and an independent non-executive member of Eurolife FFH Insurance Group Holdings S.A.

Education: BA in Government, Harvard University, MBA, Harvard Graduate School of Business Administration, USA



Elli M. Andriopoulou
Independent Non-Executive Member

Member of the Board of Directors since January 2022

Membership of Board Committees: Member of the Audit Committee and of the Corporate Governance, Sustainability and Nominations Committee

Nationality: Greek

Born in Athens, Greece, in 1975.

Experience: She commenced her career at Citibank NA (Athens, Greece) (1996-1999) and then worked as a consultant (2000-2003) at Mercer Management Consulting (currently Oliver Wyman), (USA). Afterwards, she re-joined Citibank International Plc (Athens, Greece) (2004-2012), where she held various positions, including those of Sales Development Manager, Branch Expansion Project Manager, Strategy and Development Manager, Customer Interaction Unit Head, Customer Advocacy and Segment Management Head as well as Marketing Director. Subsequently, she served as Co-Chief Operating Officer (2013) at the Stavros Niarchos Foundation, as Chief Operating Officer (2014-2015) of the Stavros Niarchos Foundation Cultural Center (SNFCC) and as SNFCC Grant Manager (2016-2020).

Other positions of note: Since 2020, she has been Chairwoman and Managing Director of the SNFCC.

Education: BA in Psychology, American College of Greece (Deree College), MBA, Kellogg School of Management, Northwestern University, USA



Aspasia F. Palimeri
Independent Non-Executive Member

Member of the Board of Directors since July 2022

Membership of Board Committees: Member of the Risk Management Committee and of the Remuneration Committee

Nationality: Greek

Born in Athens, Greece, in 1973.

Experience: She commenced her career at Citibank NA (Athens, Greece) (1995-1996) and Eurobank Cards S.A. (Athens, Greece) (1996-1998). After acquiring her MBA, she joined McKinsey & Company (Athens, Greece), where she worked as an Associate Consultant (2000-2001) and as a Junior Engagement Manager (2001-2002), supporting strategic projects for leading Greek banks and corporates. Subsequently, she re-joined Eurobank Cards S.A. as the Group Product Manager for Loans (2002-2005) and as the company's Marketing Manager (2005-2010). She also served as the Cards Business Manager at Marfin Egnatia Bank (Athens, Greece) (2010-2013) and as the Deposit and Investment Products Senior Director at Piraeus Bank (Athens, Greece) (2013-2016). From 2016 to May 2022, she was the Country Manager for Greece, Cyprus and Malta at Mastercard, being responsible for the market share growth and the strategic development of these markets.

Other positions of note: Since 2021, she has been a member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE).

Education: BA in Accounting and Finance, American College of Greece (Deree College) (1995), MBA in Finance and Marketing, Columbia Business School, New York, USA (2000)



Panagiotis I.-K. Papazoglou
Independent Non-Executive Member

Member of the Board of Directors since July 2023

Membership of Board Committees: Member of the Audit Committee and of the Remuneration Committee

Nationality: Greek
Born in Athens, Greece, in 1959.

Experience: He commenced his career in 1988 at Ernst & Whinney (which was renamed Ernst & Young in 1991), where he was a Partner from 2000 to 2022. He acted as the Engagement (signing) Partner in a number of large Group audits, and the audit of a number of large shipping groups, preparing them for listing on the US and the UK stock markets (2000-2005). He served as Country Managing Partner, Head of Assurance at EY Bulgaria, Sofia (2005-2007) and as Head of Assurance at EY Romania, Bucharest (2008-2010), where he led a number of major assurance and advisory audit projects for international clients. Furthermore, he served as Managing Partner of EY (Ernst & Young) Greece and Southeastern Europe (Greece, Romania, Bulgaria, Cyprus, Albania, Malta, Kosovo, FYROM, Moldova) from June 2010 to December 31, 2022 and from January 2015 to December 2021, he was the Accounts Leader for Central, Eastern and Southeastern Europe and Central Asia. He was a Senior Advisor to EY Greece, retiring from EY on June 22, 2023. He was a Certified Auditor in Greece and in Romania. He was a member of the Supervisory Council of the Institute of Certified Public Accountants of Greece and a member of the Board of Directors of the American-Hellenic Chamber of Commerce.

Other positions of note: He is a member of the Executive Committee of the Foundation for Economic and Industrial Research (IOBE) as well as Vice-Chair of the Citizens' Movement for an Open Society.

Education: BSc in Economics and MA in Economic Theory and Policy, Athens University of Economics and Business, Greece, MBA in Finance and Management, University of Aston, Birmingham, UK, EY Journey to the Boardroom program, Harvard Business Publishing (2022)



Dimitris C. Tsitsiragos
Independent Non-Executive Member

Member of the Board of Directors since July 2020

Membership of Board Committees: Chair of the Remuneration Committee and Member of the Risk Management Committee

Nationality: Greek
Born in Athens, Greece, in 1963.

Experience: He worked for 28 years at the International Finance Corporation (IFC) – World Bank Group. He held progressive positions in the Oil, Gas and Mining and in the Central and Eastern Europe Departments, including the positions of Manager, Oil and Gas and Manager, Manufacturing and Services, based in Washington, D.C., USA (1989-2002). Furthermore, he held director positions for South Asia (New Delhi, India), Global Manufacturing and Services (Washington, D.C.) and Middle East, North Africa (Cairo, Egypt) and Southern Europe, overseeing IFC's global and regional investment operations (2002-2011). In 2011, he was promoted to Vice President, EMENA region (Istanbul, Turkey) and in 2014 he was appointed Vice President Investments/Operations (Istanbul/Washington). He served as a Senior Advisor, Emerging Markets at Pacific Investment Management Company (PIMCO) in London, UK (2018-2022). He previously served as a non-executive independent Board Member at the Infrastructure Development Finance Company (IDFC), India and at the Commercial Bank of Ceylon (CBC), Sri Lanka.

Other positions of note: He is a member of the Board of Directors of Titan Cement International.

Education: BA in Economics, Rutgers University, USA, MBA, George Washington University, USA, World Bank Group Executive Development Program, Harvard Business School, USA



Jean L. Cheval
Independent Non-Executive Member

Member of the Board of Directors since June 2018

Membership of Board Committees: Chair of the Risk Management Committee and Member of the Audit Committee

Nationality: French
Born in Vannes, France, in 1949.

Experience: After starting his career at BIPE (Bureau d'Information et de Prévisions Économiques), he served in the French public sector (1978-1983) and then worked at Banque Indosuez-Crédit Agricole (1983-2001), wherein he held various senior management positions, including the positions of Chief Economist, Head of Corporate Planning and Head of Asset-based Finance and subsequently he became General Manager. He served as Chairman and CEO of the Banque Audi France (2002-2005) as well as Chairman of the Banque Audi Suisse (2002-2004). Furthermore, he served as Head of France at the Bank of Scotland (2005-2009). Between 2009 and 2017, he worked at Natixis in various senior management positions, such as Head of the Structured Asset Finance Department and Head of Finance and Risk, second "Dirigeant effectif" of the company alongside the CEO (2012-2017). As of 2017 and until April 2022, he served as Senior Advisor of Natixis' CEO, while chairing the Credit Risk Committee and supervising the main restructuring operations (impaired assets).

Other positions of note: He is currently a member of the Board of Directors and a member of the Audit and Risk Committee of EFG-Hermès, Egypt, a member of the Board of Directors of Natixis Algérie and Chairman of the Natixis Foundation for Research and Innovation.

Education: Engineering, École Centrale des Arts et Manufactures, DES (Diplôme d'Études Spécialisées) in Economics (1974), University of Paris I, France, DEA (Diplôme d'Études Approfondies) in Statistics and in Applied Mathematics, University of Paris VI, France



Carolyn G. Dittmeier
Independent Non-Executive Member

Member of the Board of Directors since January 2017

Membership of Board Committees: Chair of the Audit Committee and Member of the Corporate Governance, Sustainability and Nominations Committee, Member in charge of overseeing ESG issues

Nationality: Italian and American
Born in Salem, Massachusetts, USA, in 1956.

Experience: She commenced her career in the US at the auditing and consulting firm Peat Marwick & Mitchell (now KPMG), where she reached the position of Audit Manager. Subsequently, following her transfer to Italy, she assumed managerial responsibilities in the Montedison Group as Financial Controller and later as Head of Internal Audit. In 1999, as associate partner, she successfully, launched the practice of corporate governance services in KPMG Italy. Subsequently, she took on the role of Chief Internal Audit Executive of the Poste Italiane Group (2002-2014). She has carried out various professional and academic activities focusing on risk and control governance and has written two books. She was Vice Chair (2013-2014) and Director of the Institute of Internal Auditors (2007-2014), Chair of the European Confederation of Institutes of Internal Auditing (2011-2012) and Chair of the Italian Association of Internal Auditors (2004-2010). Commencing in 2012, she assumed roles in boards of directors, serving as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA (2012-2017) as well as of Italmobiliare SpA (2014-2017). She was also Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA (2014 - April 2023).

Other positions of note: She is currently a member of the Boards and/or the Audit Committees of some non-financial companies (Moncler, Illycaffè) and since May 2023 she is independent non-executive member of the Board of Directors, Chair of the Nomination Committee as well as member of the Control and Risk Committee of ENI SpA, an energy company.

Education: BSc in Economics, Wharton School, University of Pennsylvania, USA. She is a Statutory Auditor, a Certified Public Accountant (CPA), a Certified Internal Auditor (CIA) and a Certified Risk Management Assurance (CRMA) professional, focusing on the audit and risk management sectors.



Elanor R. Hardwick
Independent Non-Executive Member

Member of the Board of Directors since July 2020

Membership of Board Committees: Chair of the Corporate Governance, Sustainability and Nominations Committee and Member of the Risk Management Committee

Nationality: British

Born in the UK, in 1973.

Experience: She commenced her career in 1995 at the UK Government's Department of Trade and Industry, focusing on the Communications and Information Industries policy, and subsequently held roles as a strategy consultant with Booz Allen

Hamilton's Tech, Media and Telco practice and with the Institutional Equity Division of Morgan Stanley. Since 2005, she has held various roles, including Global Head of Professional Publishing and Global Head of Strategy, Investment Advisory at Thomson Reuters (now London Stock Exchange Group). Afterwards, she joined the team founding FinTech startup Credit Benchmark, becoming its CEO (2012-2016). Then, she served as Head of Innovation at Deutsche Bank (2016-2018) and as Chief Digital Officer at UBS (2019-2020). She served as a non-executive member of the Board of Directors of Itiviti Group AB (July 2020 - May 2021) and as a member of the Supervisory Council of Luminor Group (April 2022 - October 2023).

Other positions of note: Since 2018 she has served as a non-executive member of the Board of Directors of specialty (re)insurer Axis Capital, while she is also a member of the Human Capital and Compensation Committee and of the Corporate Governance, Nominating and Social Responsibility Committee. She is an external member of the Audit Committee of the University of Cambridge as of January 2021.

Education: MA (Cantab), University of Cambridge, UK, MBA, Harvard Business School, USA



Diony C. Lebot
Independent Non-Executive Member

Member of the Board of Directors since July 2023

Membership of Board Committees: Member of the Risk Management Committee and Member of the Corporate Governance, Sustainability and Nominations Committee, NPL Expert

Nationality: French and Greek

Born in Beyrouth, Lebanon, in 1962.

Experience: In 1986 she joined Société Générale, where she has held various senior management positions such as Vice President and Director in Asset based and Project Finance (1987-1997), Head of Big Ticket leasing and Asset based Finance (1997-1998), Deputy Global Head of SG Financial Engineering (1998-2001) as well as Global Head of Asset Finance (2001-2004). She was Head of Coverage Europe (Large corporate and Institutional Clients of SGCIB) (2004-2007), before serving as CEO of SG Americas (US, Canada, Latin America), CEO of SG American Securities (2007-2012) as well as Deputy Global Head of Coverage and Investment Banking and CEO of SG Corporate and Investment Banking for Western Europe (2012-2015). Subsequently, she was the Deputy Group Chief Risk Officer (2015-2016) and the Group Chief Risk Officer (2016-2018). Since 2018 and until the 23.5.2023 she has been the Deputy Group Chief Executive Officer at Société Générale. Furthermore, she has held main Board positions over the last 10 years in Franfinance, Société Générale Bank and Trust (SGBT), Société Générale Factoring (previously CGA) and TCW (Asset Management company based in LA – California), Chair of the Board of Directors of Sogecap and of Ayvens (former ALD Automotive).

Other positions of note: Since 24.5.2023 she is senior advisor to the CEO of Société Générale. She is also a Non-Executive Member of the Board of Directors of Ayvens (former ALD Automotive) and a Non-Executive Member of the Board of Directors and Chair of the Audit Committee of EQT AB.

Education: MA in Management from Pantheon-Sorbonne University, France, MSc in Finance and Taxation from University of Paris, France



Johannes Herman Frederik G. Umbgrove

Non-Executive Member

Member of the Board of Directors since April 2018 (representative of the Hellenic Financial Stability Fund from April 2018 until November 2023)

Membership of Board Committees: Member of the Audit Committee, of the Risk Management Committee, of the Remuneration Committee and of the Corporate Governance, Sustainability and Nominations Committee

Nationality: Dutch

Born in Vught, the Netherlands, in 1961.

Experience: He worked at ABN AMRO Bank N.V. (1986-2008), wherein he held various senior management positions throughout his career. He served as Chief Credit Officer Central and Eastern Europe, Middle East and Africa (CEEMEA) of the Global Markets Division at The Royal Bank of Scotland Group (2008-2010) and as Chief Risk Officer and member of the Management Board at Amsterdam Trade Bank N.V. (2010-2013). From 2011 until 2013 he was Group Risk Officer at Alfa Bank Group Holding.

Other positions of note: As of 2014 he has been a Risk Advisor at Sparrenwoude B.V. He has been a member of the Supervisory Board of DHB Bank N.V. [former Demir-Halk Bank (Nederland) N.V.] since 2016 and in 2018 he became the Chairman of the Supervisory Board thereof. He is currently the Chair of the Supervisory Board, of the Nomination and Remuneration Committee as well as a member of the Risk and Audit Committee, and of the Related Party Transactions Committee of DHB Bank N.V. Furthermore, since December 2019 he has been an independent member of the Supervisory Board and as of 1.1.2022 he has been the Chairman of the Risk Committee and the Audit Committee of Lloyds Bank GmbH. Additionally, he is a director of the Parel van Baarn Foundation and a member of the Management Committee of the Aston Martin Owners Club.

Education: LL.M. in Trade Law (1985), Leiden University, MBA, INSEAD (The Business School for the World), Fontainebleau (1991), IN-BOARD Non-Executive Directors Program, INSEAD



Richard R. Gildea

Independent Non-Executive Member

Member of the Board of Directors from July 2016 to July 2023

Nationality: British

Born in Winthrop, Massachusetts, U.S.A., in 1952.

Experience: He served in JP Morgan Chase, in New York and London, from 1986 to 2015, wherein he held various senior management positions throughout his career. He was Emerging Markets Regional Manager for the Central and Eastern Europe Corporate Finance Group, London (1993-1997) and Head of Europe, Middle East and Africa (EMEA) Restructuring, London (1997-2003). He also served as Senior Credit Officer in EMEA Emerging Markets, London (2003-2007) and Senior Credit Officer for JP Morgan's Investment Bank Corporate Credit in EMEA Developed Markets, London (2007-2015), wherein, among others, he was Senior Risk Representative to senior committees.

Other positions of note: He is currently a member of the Board of Advisors at the Johns Hopkins University School of Advanced International Studies, Washington D.C., where he chairs the Finance Committee, as well as a member of Chatham House (the Royal Institute of International Affairs), London.

Education: BA in History, University of Massachusetts (1974), MA in International Economics, European Affairs, Johns Hopkins University School of Advanced International Studies



Shahzad A. Shahbaz

Independent Non-Executive Member
Member of the Board of Directors from May 2014 to July 2023

Nationality: British
Born in Lahore, Pakistan, in 1960.

Experience: He has worked at various banks and investments firms, since 1981, including the Bank of America (1981-2006), from which he left as Regional Head (Corporate and Investment Banking, Continental Europe, Emerging Europe, Middle East and Africa). He served as Chief Executive Officer (CEO) of NBD Investment Bank/Emirates NBD Investment Bank (2006-2008) and of QInvest (2008-2012).

Other positions of note: He is currently the Group CIO of Al Mirqab Holding Co. He is also a member of the Board of Directors of El Corte Inglés and of Seafox.

Education: BA in Economics, Oberlin College, Ohio, USA



Eirini E. Tzanakaki

Secretary of the Board of Directors since December 2021
Corporate Secretariat and Governance Policies Director

Nationality: Greek
Born in Chania, Greece, in 1971.

Experience: From 1997 to 1999, she worked as a Senior Credit Officer at the Corporate Banking Division of Geniki Bank. Since 1999 she has been working for the Alpha Bank Group, initially as an Investment Banker in Alpha Finance and from 2006 until 2020 as an Associate Director of the Corporate Finance Division of Alpha Bank. She joined the Secretariat of the Board of Directors (now Corporate Secretariat and Governance Policies Business Area) in May 2020 as an Assistant Manager of the Division.

She has more than 20 years of professional experience in the investment banking industry in Greece, having participated in a large number of international and domestic capital market transactions as well as privatizations, Mergers and Acquisitions, tender offers and corporate restructurings.

Education: BSc in Mathematics, University of Crete, MBA, Cyprus International Institute of Management, MSc in Finance and Banking, Athens University of Economics and Business

3. PROFESSIONAL COMMITMENTS OF THE MEMBERS OF THE BOARD OF DIRECTORS

Professional commitments of the Members of the Board of Directors (Based on the composition of the BoD on 31.12.2023)	
Position	Principal outside activities
Chair (Non-Executive Member)	
Vasileios T. Rapanos	Member of the BoD of the Foundation for Economic and Industrial Research (IOBE) Member of the BoD of the Biomedical Research Foundation Academy of Athens (BRFAA) Chair of the BoD of the Alpha Bank Cultural Foundation
Executive Members	
Vassilios E. Psaltis CEO	Member of the Institut International d' Études Bancaires (IIEB) Member of the BoD and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) Member of the BoD of the Hellenic Bank Association
Spyros N. Filaretos Chief of Growth and Innovation	Member of the BoD of Alpha Bank London Ltd Chair of the BoD of the Efstathia J. Costopoulos Foundation Member of the BoD of the Alpha Bank Cultural Foundation
Non-Executive Member	
Efthimios O. Vidalis	Member of the BoD of Titan Cement Company S.A. Member of the BoD of Eurolife FFH Insurance Group Holdings S.A. President of the Executive Committee of the Hellenic Federation of Enterprises (SEV) and Member of the Board of Directors of SEV - Stegi Ellinikis Viomihantias
Independent Non-Executive Members	
Elli M. Andriopoulou	Chair and Managing Director of the Stavros Niarchos Foundation Cultural Center (SNFCC)
Aspasia F. Palimeri	Member of the BoD of the Foundation for Economic and Industrial Research (IOBE)
Panagiotis I.-K. Papazoglou	Member of the Executive Committee of the Foundation for Economic and Industrial Research (IOBE) Vice-Chair of the Citizens' Movement for an Open Society
Dimitris C. Tsitsiragos	Member of the BoD of Titan Cement International
Jean L. Cheval	Member of the BoD and member of the Audit and Risk Committee of EFG-Hermès Member of the BoD of Natixis Algérie Chairman of the Natixis Foundation for Research and Innovation
Carolyn G. Dittmeier	Member of the BoD and/or Audit Committee of non-financial companies, such as Moncler SpA and Illycaffè SpA Member of the BoD, Chair of the Nomination Committee and Member of the Control and Risk Committee of ENI SpA
Elanor R. Hardwick	Member of the BoD of specialty (re)insurer Axis Capital, Member of the Human Capital and Compensation Committee and of the Corporate Governance, Nominating and Social Responsibility Committee External member of the Audit Committee of the University of Cambridge
Diony C. Lebot	Senior advisor to the CEO of Société Générale Member of the BoD of Ayvens (former ALD Automotive) Member of the BoD and Chair of the Audit Committee of EQT AB
Non-Executive Member	
Johannes Herman Frederik G. Umbgrove	Member of the Supervisory Board and Chair of the Risk Committee and the Audit Committee of Lloyds Bank GmbH Chair of the Supervisory Board and of the Nomination and Remuneration Committee, Member of the Risk and Audit Committee and of the Related Party Transactions Committee of DHB Bank N.V. [former Demir-Halk Bank (Nederland) N.V.] Risk Advisor at Sparrenwoude B.V. Director of the Parel van Baarn Foundation Member of the Management Committee of the Aston Martin Owners Club

4. PROFILE OF THE BOARD OF DIRECTORS AND COMMITTEE MEMBERSHIP FOR THE YEAR 2023 AND SHARES OWNED ON 31.12.2023

Board of Directors	Gender	Age	Tenure (in years)	Term ends	Shares owned 31.12.2023		Committees			
					Number of shares	% of the share capital	Audit	Risk Management	Remuneration	Corporate Governance, Sustainability and Nominations
Chair (Non-Executive Member)										
Vasileios T. Rapanos	M	76	9	2026	0	0	-	-	-	-
Executive Members										
Vassilios E. Psaltis	CEO	M	55	5	2026	264,585	0.011	-	-	-
Spyros N. Filaretos	Chief of Growth and Innovation	M	65	18	2026	186,836	0.008	-	-	-
Non-Executive Member										
Efthimios O. Vidalis	M	69	9	2026	0	0	M (until 26.7.2023)	-	M (as of 27.7.2023)	M
Independent Non-Executive Members										
Elli M. Andriopoulou	F	48	1	2026	0	0	M	-	-	M
Aspasia F. Palimeri	F	50	1	2026	0	0	-	M	M	-
Panagiotis I.-K. Papazoglou (as of 27.7.2023)	M	64	5 months	2026	24,050	0.001	M	-	M	-
Dimitris C. Tsitsiragos	M	60	3	2026	0	0	-	M	C (as of 27.7.2023) M (until 26.7.2023)	-
Jean L. Cheval	M	74	5	2026	0	0	M	C	-	-
Carolyn G. Dittmeier	F	67	6	2026	0	0	C	-	-	M In charge of overseeing ESG issues
Richard R. Gildea (until 26.7.2023)	M	71	6	26.7.2023	0	0	-	M NPL Expert (until 26.7.2023)	C (until 26.7.2023)	-
Elanor R. Hardwick	F	50	3	2026	0	0	-	M	-	C
Diony C. Lebot (as of 27.7.2023)	F	61	5 months	2026	0	0	-	M NPL Expert	-	M
Shahzad A. Shahbaz (until 26.7.2023)	M	63	7	26.7.2023	0	0	-	-	-	M (until 26.7.2023)
Non-Executive Member										
Johannes Herman Frederik G. Umbgrove	M	62	5	2026	0	0	M	M	M	M
C: Chair M: Member -: The Member does not participate in this Committee										

5. BOARD AND COMMITTEES ATTENDANCE

During 2023, the Board of Directors convened 21 times. The average participation rate of the Members of the Board of Directors in the meetings stood at 98%.

Two strategy offsite meetings took place during 2023 with the participation of all the Members of the Board of Directors (100% attendance).

The Corporate Governance, Sustainability and Nominations Committee (CGSNC) deemed that there were no Member absences from Board meetings without a valid reason. The Members of the Board of Directors who were absent had informed the Company in time of the relevant reasons.

The table of the attendance rates of the Members of the Board of Directors is posted on the Company's website (<https://www.alphaholdings.gr/en/corporate-governance/administrative-structure/board-of-directors>).

6. 2023 BOARD MEMBERS' INDIVIDUAL ATTENDANCE RATES AT MEETINGS

	Board of Directors	Audit Committee	Risk Management Committee	Remuneration Committee	Corporate Governance, Sustainability and Nominations Committee
Number of meetings	21	15	11	11	11
Chair (Non-Executive Member)					
Vasileios T. Rapanos	100% (21/21)	-	-	-	-
Executive Members					
Vassilios E. Psaltis CEO	100% (21/21)	-	-	-	-
Spyros N. Filaretos Chief of Growth and Innovation	100% (21/21)	-	-	-	-
Non-Executive Member					
Efthimios O. Vidalis	100% (21/21)	100% (8/8) (until 26.7.2023)	-	100% (4/4) (as of 27.7.2023)	100% (11/11)
Independent Non-Executive Members					
Elli M. Andriopoulou	100% (21/21)	93% (14/15)	-	-	91% (10/11)
Aspasia F. Palimeri	100% (21/21)	-	100% (11/11)	100% (11/11)	-
Panagiotis I.-K. Papazoglou (as of 27.7.2023)	100% (10/10)	100% (7/7)	-	100% (4/4)	-
Dimitris C. Tsitsiragos	100% (21/21)	-	100% (11/11)	100% (11/11) C (as of 27.7.2023) M (until 26.7.2023)	-
Jean L. Cheval	100% (21/21)	100% (15/15)	100% (11/11) C	-	-
Carolyn G. Dittmeier	100% (21/21)	100% (15/15) C	-	-	100% (11/11)
Richard R. Gildea (until 26.7.2023)	91% (10/11)	-	100% (8/8) (until 26.7.2023)	100% (7/7) C (until 26.7.2023)	-
Elanor R. Hardwick	100% (21/21)	-	100% (11/11)	-	100% (11/11) C
Diony C. Lebot (as of 27.7.2023)	100% (10/10)	-	67% (2/3)	-	67% (2/3)
Shahzad A. Shahbaz (until 26.7.2023)	82% (9/11)	-	-	-	75% (6/8) (until 26.7.2023)
Non-Executive Member					
Johannes Herman Frederik G. Umbgrove*	100% (19/19)	92% (11/12)	90% (9/10)	90% (9/10)	90% (9/10)
C: Chair M: Member -: The Member does not participate in this Committee *: Mr. Umbgrove did not participate in two Board of Directors meetings, in three Audit Committee meetings, one Risk Management Committee meeting, one Remuneration Committee meeting and one Corporate Governance, Sustainability and Nominations Committee meeting, following the official announcement by the HFSF of the commencement of a formal sale process through auction for the disposal of the HFSF's entire stake in the share capital of Alpha Services and Holdings S.A.					

+

7. SUITABILITY AND NOMINATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS

The Suitability and Nomination Policy for the Members of the Board of Directors is a document of Alpha Services and Holdings S.A. that sets out the principles and the framework for the selection, appointment, re-appointment and replacement of Members of the Board of Directors as well as the criteria to be used in the assessment.

The Policy is supplemented by the “Suitability and Nomination Process for the Members of the Board of Directors”, which provides for the specific process to be followed mainly by the CGSNC, to which accountability is attributed in this Policy.

The Policy complies with the legislative and regulatory framework in force, including the relevant Joint ESMA/EBA “Guidelines on the assessment of the suitability of members of the management body and key function holders” (hereinafter the “**ESMA/EBA Guidelines**”) and the ECB Guide to fit and proper assessments as well as with European best practices in corporate governance.

The objectives of the Policy are to:

- Set general principles that provide guidance to the CGSNC and its Chair on selecting, vetting and proposing candidates to the Board of Directors as well as on the replacement and renewal of the Members of the Board of Directors.
- Set criteria, including diversity criteria, for the selection and suitability assessment of the Board of Directors candidates.
- Set criteria for the assessment of the ongoing individual suitability of the Members of the Board of Directors as well as of the collective suitability of the Board of Directors.
- Establish a transparent, effective and time-efficient suitability and nomination process.

The Policy and its implementation are monitored and reviewed annually by the CGSNC, approved by the Board of Directors and submitted for approval to the General Meeting of Shareholders. Any amendments thereto are approved by the Board of Directors and in case they are material they are submitted for approval to the General Meeting of Shareholders. The Policy and every material amendment thereto enters into force from the approval thereof by the General Meeting of Shareholders. Material are the amendments that provide for derogations or significantly change the content of the Suitability and Nomination Policy, in particular as to the applied general principles and criteria. In preparing, amending or reviewing the Policy, the CGSNC and the Board of Directors shall take into account recommendations or findings of other Board Committees and competent areas, especially the internal control functions. The internal control functions should provide effective input for the review of the Suitability and Nomination Policy in accordance with their roles. Notably, the Compliance Division should analyze how the Suitability and Nomination Policy affects the Company’s compliance with legislation, regulations, internal policies and procedures and should report all identified compliance risks and issues of non-compliance to the CGSNC.

The CGSNC will nominate candidates whom it deems suitable to become Members of the Board of Directors according to the criteria set out in the applicable regulatory framework and in this Policy. Suitability is determined in relation to the Policy’s criteria for candidates (fit and proper and general suitability) and the current composition needs. For the purposes of this Policy, it is defined as the degree to which an individual is deemed to have good repute and to have, individually and collectively with the other Directors/Members, adequate knowledge, skills and experience to perform his/her duties and a clear understanding of the Company’s culture, values and overall strategy. Suitability also covers the honesty, integrity and independence of mind of each individual and his/her ability to commit sufficient time to perform his/her duties.

Further to the above, where any Members of the Board of Directors do not fulfill the requirements set out, the European Central Bank, in the framework of the Single Supervisory Mechanism, shall have the power to remove such Members from the Board of Directors. The CGSNC, within the aforementioned context, shall consider the suitability of the Members of the Board of Directors on a periodic basis, utilizing Board Review assessments and any other pertinent information available.

In order to be considered as a suitable candidate by the Board of Directors and its CGSNC, the prospective nominee must: meet the fit and proper requirements, meet individual and collective suitability requirements, have no systematic conflict of interests with the Company, have no impediments according to the relevant legislation and be able to devote sufficient time to the Board of Directors. All nominees must submit a declaration that they meet the relevant requirements.

The Suitability and Nomination Policy for the Members of the Board of Directors is posted on the Company's website (<https://www.alphaholdings.gr/-/media/alphaholdings/files/genikes-syneleysis/h-suitability-and-nomination-policy-en.pdf?la=en&hash=4DFF6607CAACF80624DC2D0647DF4F762F4A8C1F>).

8. POLICY AND PROCESS FOR THE SUCCESSION PLANNING OF NON-EXECUTIVE AND INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

The Company considers the high quality of its Non-Executive and Independent Non-Executive Members of the Board of Directors as a fundamental element of its culture and long-term performance, since good succession planning:

- ensures a continuous process to identify suitable candidates who are ready to take over when Members leave the Board on various occasions;
- achieves continuity to deliver strategic plans by aligning the Company's human resources with business planning;
- demonstrates a commitment to recruiting and promoting high-performing Members.

The Policy and Process for the Succession Planning of Non-Executive and Independent Non-Executive Members of the Board of Directors is a document that sets out the framework for the succession planning of the aforementioned Members. It is in line with the Greek and the European regulatory requirements and best practice standards, including, among others, the Basel Committee Corporate Governance Principles for Banks, the Joint ESMA/EBA "Guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU", as in force, as well as the Hellenic Corporate Governance Code.

The succession planning for the Non-Executive and Independent Non-Executive Members of the Board, is also governed by the "Suitability and Nomination Policy for the Members of the Board of Directors".

The Policy is validated during a succession planning meeting that concludes with the identification of successors, after a thorough discussion and analysis which, apart from the "Suitability and Nomination Policy for the Members of the Board of Directors" and the findings of the annual evaluation, also takes into account the candidates' level of readiness and their level of potential.

The Policy aims at ensuring each time the smooth and efficient operation of the Board of Directors of the Company.

In particular, the objectives of the Policy are to:

- Ensure the implementation of the Company's strategy regarding leadership;
- Ensure organizational sustainability through leadership continuity;
- Strengthen the confidence of Investors, Regulators, Employees and other Stakeholders in the Company's ability to safeguard and promote organizational continuity;
- Establish principles, processes and role clarity to support smooth leadership transitions;
- Mitigate the risks that may arise from disorderly changes in the smooth operation of the Board;
- Ensure diversity and appropriate gender representation within the Board;
- Ensure that the principle of equal opportunities is respected when implementing the succession planning process;
- Provide guidance to the Board and to the CGSNC on the succession planning process of the Company's Non-Executive and Independent Non-Executive Members in order to ensure their smooth and proper succession based on the Company's Succession and Suitability Policies and the respective legal and regulatory framework;
- Identify the competency requirements of key positions and assess potential candidates;
- Identify and nominate suitable candidates to fill vacancies which occur.

Succession planning does not constitute a process of automatic nomination procedure of identified successors when actual vacancies occur. It is, however, a key input to the selection process.

Succession plans may be activated under (a) Medium-term planning for the orderly replacement of current Non-Executive Members and/or Independent Non-Executive Members and (b) Contingency planning for sudden and unforeseen events.

The Chair of the Board of Directors is actively involved in the succession planning, in collaboration with the Corporate Governance, Sustainability and Nominations Committee and the Human Resources Unit of the Company. The CGSNC may request the assistance of an external specialist consultant, if deemed necessary.

9. EVALUATION OF THE BOARD OF DIRECTORS

With the support of the CGSNC, the Board of Directors annually assesses its effectiveness and that of its Committees.

From time to time and at least once every three years, the Board of Directors may appoint external consultants to facilitate a more in-depth review of its effectiveness.

The collective evaluation of the Members of the Board of Directors and its Committees, for the year 2022, was conducted by Morrow Sodali, with the assistance of the CGSNC. The Board Self-Evaluation, carried out through an on-line questionnaire completed by all Board Members, focused on a variety of topics concerning Strategy, Risk Governance and Internal Control, Strategic HR Issues and Remuneration, Corporate Governance and Sustainability – ESG Issues, Board Profile and Composition, Board Functioning and Dynamics, Board Secretarial Support, Performance of the Chair, Information Flows and Interaction with Management, Effectiveness of Board Committees, with the aim of identifying areas for further Board improvement.

The Individual Evaluation of the Members of the Board of Directors for the year 2022 was conducted by the Chair of the Board of Directors through an on-line questionnaire provided by Morrow Sodali, which was completed by all Board Members.

The summary of the results showed that, overall, the Members of the Board of Directors are perceived to be engaged and committed, work well together and provide constructive challenge.

The key recommendation was that the time devoted to strategic discussions at Board level should be further enhanced and the agendas could be more streamlined.

As regards the Individual Evaluation of the Members of the Board of Directors for the year 2022, the main highlights were the following:

- The Board performed its functions effectively.
- The Board worked with the Management in a productive and constructive manner.

10. ASSESSMENT OF THE BOARD MEMBERS' COLLECTIVE SUITABILITY BASED ON THE ESMA/EBA GUIDELINES

Further to the aforementioned evaluation of the Board of Directors, an assessment of the Board Members' collective suitability in terms of knowledge, skills and experience, based on the ESMA/EBA "Guidelines on the assessment of the suitability of members of the management body and key function holders" (the "ESMA/EBA Guidelines"), was conducted with the support of the CGSNC.

In this context and for the purposes of preparing the assessment of the collective suitability, each Member of the Board of Directors conducted an Individual Self-Assessment, by using an individual self-assessment questionnaire, based on the criteria listed in the ESMA/EBA Guidelines. The Chair of the Board of Directors completed the Collective Suitability Matrix of the ESMA/EBA Guidelines based on the Individual Self-Assessments and examining, among others, the areas of governance, risk management, compliance, audit, management, strategy, decision-making, basic knowledge and past experience, as suggested in the said Guidelines. Furthermore, taking into consideration that the EBA Guidelines Matrix is a dynamic tool, new sections have been included therein, taking into account changes in the banking landscape and the needs arising from the Company's Business Plan.

Based on the approved Collective Suitability Matrix, the Board of Directors resolved that it would benefit from new Members who have a good knowledge and experience of Greek market, ESG, IT and Digital and also are strategic thinkers.

11. ANNUAL CONFIRMATION OF THE MEMBERS' INDEPENDENCE

The Independent Non-Executive Members of the Board of Directors should fulfill all the criteria for being Independent Non-Executive Members, in accordance with the CGSNC Charter, with Law 4706/2020 on Corporate Governance as well as with the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council.

In particular:

- i) The Independent Non-Executive Members are requested to fill in and sign, on an annual basis, a Declaration pertaining to the fulfillment of all the criteria for being an Independent Non-Executive Member.
- ii) The Corporate Secretariat and Governance Policies Business Area has established a process in order to confirm that the Independent Non-Executive Members fulfill all the criteria set for being Independent Non-Executive Members.

Moreover, the Corporate Secretariat and Governance Policies Business Area obtains a copy of the Members' criminal record on a quarterly basis.

The Board of Directors, with the support of the CGSNC, after reviewing the independence criteria, confirmed that the Independent Non-Executive Members, Elli M. Andriopoulou, Aspasia F. Palimeri, Dimitris C. Tsitsiragos, Panagiotis I.-K. Papazoglou, Jean L. Cheval, Carolyn G. Dittmeier, Elanor R. Hardwick and Diony C. Lebot, fulfill all the criteria for being Independent Non-Executive Members of the Board of Directors, in accordance with Law 4706/2020 on corporate governance, the Articles of Incorporation and the Hellenic Corporate Governance Code, as in force.

During 2023 the Corporate Secretariat and Governance Policies Business Area confirmed the independence of the abovementioned Members based on the respective process (June 2023). Further to the above, the Independent Non-Executive Members signed the Declaration Form (June 2023) and confirmed their independence through the Individual Self-Assessment Questionnaire of the EBA Matrix (January 2024).

12. COOPERATION OF THE NON-EXECUTIVE MEMBERS WITH THE EXECUTIVE MEMBERS

The Non-Executive Members of the Board of Directors reviewed issues of potential conflict of interests between the Company and the Executive Members.

Additionally, the good cooperation between all the Executive Members of the Board of Directors and their Non-Executive peers was highlighted.

The Executive Members stand out for their professional expertise, their quality of character, their integrity and their team spirit. They devote sufficient time and demonstrate the required commitment in order to fully comply with the constantly increasing regulatory reporting requirements.

The Non-Executive Members of the Board of Directors expressed their satisfaction to the Executive Members about their positive contribution to the management of the Company.

13. INDUCTION AND TRAINING

13.1 Induction and Training Policy for the Members of the Board of Directors

The Induction and Training Policy for the Members of the Board of Directors is a document of Alpha Services and Holdings S.A. that sets out the principles and the approach for the induction and training programs addressed to the Members of the Board of Directors in accordance with the legislative and regulatory framework in force, including the relevant Joint ESMA/EBA "Guidelines on the assessment of the suitability of members of the management body and key function holders" (the "ESMA/EBA Guidelines"), as well as with European best practices in corporate governance.

The Policy applies to the Members of the Board of Directors individually and/or collectively.

The objectives of the induction and training programs provided to the Board of Directors are to:

- facilitate the Board of Directors' clear understanding of the relevant laws and regulations, the Company's structure, business model, risk profile and governance arrangements as well as of the role of the Member(s) within them;
- facilitate the Board of Directors' clear understanding of the international, European and national economic and regulatory developments in the financial sector and their impact on the Company;
- promote the Board of Directors' awareness regarding the benefits of diversity in the Board of Directors and the Company;
- improve the skills, knowledge or competence of the Members of the Board of Directors to fulfill their responsibilities on an ongoing or on an ad hoc basis;
- provide for relevant general and individually-tailored training programs, as appropriate.

The Policy is approved by the Board of Directors and is reviewed every two years by the CGSNC, which may propose relevant amendments to the Board of Directors.

13.2 Induction and Training Programs for the Members of the Board of Directors

All the newly-appointed Members of the Board of Directors receive key information one month after taking up their position at the latest, and the induction should be completed within six months. For this purpose, the Company offers to all the new Members of the Board of Directors an induction program on:

- The Company's structure, business model, risk profile and governance arrangements;
- Legal and regulatory requirements in relation to the Company and the services it provides;
- Corporate Governance principles;
- Risk Management, Internal Audit, Compliance;
- Wholesale and Retail Banking;
- Wealth Management and Treasury;
- External Statutory Audit; Capital Adequacy, Financial and Accounting Services;
- Credit Risk and NPEs;
- ESG, Sustainability and Non-Financial Information;
- Information Technology and Security;
- Human Resources;
- International Network;
- Digitalization;
- Transformation;
- Strategic Planning.

During 2023 and in accordance with the Induction and Training Policy for the Members of the Board of Directors, an Induction Program for the new Members of the Board of Directors, Ms. D.C. Lebot and Mr. P.I.-K. Papazoglou, took place. In the context of this Induction Program, the new Members also met with the Chair of the Board of Directors, the CEO, Chiefs – Members of the Executive Committee, Chief of Internal Audit, Chief of Compliance, the Secretary of the Board of Directors, the Statutory Certified Auditor, as well as other Executives.

Additionally, the Company, in the framework of the continuous training of the Members of the Board of Directors, provides informative and/or training sessions to all of them as well as the possibility for relevant informative and/or training seminars and meetings on the abovementioned or on other topics concerning the financial sector and the Company. The training should place emphasis on conceptual and strategic issues and focus on new developments and on the influence these developments may have on the Company.

The CGSNC sets an annual training – informative schedule. The annual training plan is kept up to date, taking into account the Board suitability assessment, governance changes, strategic changes and other relevant changes as well as changes in applicable legislation and market developments. Furthermore, the annual training plan and/or the informative schedule for the Board of Directors shall include separate sessions for the Executive and the Non-Executive Members, if appropriate, as well as, where appropriate, sessions for specific positions according to their specific responsibilities and involvement in the Board Committees.

The Board of Directors, following relevant recommendation by the CGSNC, approved the 2023 annual training – informative schedule for the Members of the Board of Directors at its meeting held on January 2023.

The following training programs (induction and informative sessions) took place during 2023:

Induction
Regulatory Framework
Materiality Analysis
Corporate Governance in the Banking Sector
Digital Euro
ESG – How banks can respond to climate change risks
The Retail Banking Perspective
ESG in Alpha Bank: Stepping up Stewards of Sustainability

The Company also provides its Board Members with the opportunity to participate in training and education sessions offered by external institutions. Upon request by any Member, the Company may offer tailor-made programs to further enhance the Members’ knowledge and competences.

During 2023, certain Board Members attended the following training programs:

BoD Member	Training Program	Company
Elli M. Andriopoulou	Fundamentals of Bank Risk Analysis	Moody’s Analytics UK Limited
Aspasia F. Palimeri	Fundamentals of Bank Risk Analysis	Moody’s Analytics UK Limited
	Bank Risk Management	Euromoney Learning
Carolyn G. Dittmeier	Joint ECB/EUI Seminar Diverse and effective boards in a changing and competitive landscape	Florence School of Banking and Finance
	CSRD Fundamentals e-learning	Impact Institute/21 Markets B.V.

14. RELATED PARTIES TRANSACTIONS

The Company has established and implements policies and processes on Related Parties Transactions in order to identify, evaluate, approve and properly disclose the transactions it performs with the Related Parties.

All set processes and procedures aim at ensuring that the transactions are in the interest of the Company and at arm's-length terms. The Compliance Division of each Subsidiary is the responsible Unit to monitor the Related Parties transactions for conformity with the principles and process applied.

15. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may establish permanent or ad hoc Committees to assist it in the discharge of its responsibilities, facilitate its operations and effectively support its decision-making. The Committees have an advisory role but may also assume delegated authorities, as determined by the Board. Each Committee has its dedicated Charter prescribing its composition, tenure, functioning and responsibilities.

Four Committees operate at Board level, namely:

- the Audit Committee,
- the Risk Management Committee,
- the Remuneration Committee,
- the Corporate Governance, Sustainability and Nominations Committee.

Each Committee consists of not less than three Members. The composition of each Committee is proposed to the Board of Directors by the CGSNC taking into account the "Suitability and Nomination Policy for the Members of the Board of Directors" as well as the respective legal and regulatory framework.

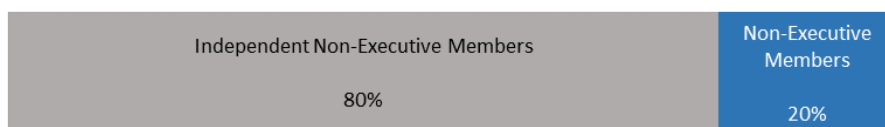
The major focus of the Committees is placed on the oversight of policies, practices and procedures within their specific area of mandate as detailed in the Charter of each Committee, on the preparation of draft resolutions to be approved by the Board of Directors and on the submission of relevant briefings, reports, key information and recommendations to the Board. The Committees report regularly to the Board of Directors about their work.

Audit Committee

The Committee has been established and operates in accordance with all applicable laws and regulations. The determination of the type of the Audit Committee, its term of office, the number and the qualifications of its Members as per article 44 par. 1 case b) of Law 4449/2017 were resolved upon by the Ordinary General Meeting of 27.7.2023. The Audit Committee currently constitutes a Committee of the Board of Directors. Its Members were appointed by a resolution of the Board of Directors of 27.7.2023 and its Chair was appointed by its Members at the meeting of the Committee held on 27.7.2023, in accordance with the provisions of article 44 par. 1 case e) of Law 4449/2017, as in force.

Audit Committee Composition (as at 31.12.2023 and on the date of publication of the 2023 Annual Report)

Carolyn G. Dittmeier	Chair, Independent Non-Executive Member Chair of the Committee since: 28.9.2017 Member of the Committee since: 26.1.2017
Elli M. Andriopoulou	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Panagiotis I.-K. Papazoglou	Independent Non-Executive Member Member of the Committee since: 27.7.2023
Jean L. Cheval	Independent Non-Executive Member Member of the Committee from 29.6.2018 until 31.7.2020 and from 22.7.2022 until now
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018 (representative of the Hellenic Financial Stability Fund from April 2018 until November 2023)



(Based on the composition of the Audit Committee on 31.12.2023)

2023	
Number of Audit Committee meetings	15
Average ratio of Members' attendance	98%

The Committee convenes generally on a monthly basis, adding meetings on an as-needed basis. It may invite any Member of the Management or Executive as well as external auditors to attend its meetings. The Head of the Internal Audit and the Head of Compliance are regular attendees of the Committee meetings and have unhindered access to the Chair and to the Members.

The main responsibilities of the Audit Committee include but are not limited to those presented below.

The Committee:

- Performs the oversight of the financial reporting processes and procedures for drawing up the Annual and the Interim Financial Statements of the Company and the Group, in accordance with the applicable accounting standards.
- Reviews the quarterly Financial Statements of the Group as well as the semi-annual and annual Financial Statements of the Company and the Group, together with the Statutory Auditors' Report, where applicable, and the Board of Directors' semi-annual and Annual Management Report, prior to their submission to the Board of Directors for approval.
- Is informed of the evolution of significant accounting standards and oversees the impact on accounting policies.
- Performs the oversight of the Non-Financial Report, the Sustainability Report, the reporting processes and the ESG disclosures.
- Reviews annual or multi-year audit plans and recommends their approval by the Board of Directors.
- Reviews the periodic reports on the activity of the Internal Audit in the Company and the Group as well as on the corrective actions for the adequate handling of comments and recommendations identified in these reports.
- Reviews and approves policies regarding the Internal Audit of the Company as well as any amendments thereto.

- Informs the Board of Directors of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of the financial reporting and what the role of the Audit Committee was in that process.
- Assists the Board of Directors in ensuring the independent, objective and effective conduct of internal and external audits.
- Assists the Board of Directors in overseeing the effectiveness and performance of the Internal Audit and of the Compliance of the Company and of the respective Units across the Group.
- Is responsible for the procedure followed for the selection and the annual evaluation of the Statutory Certified Auditors of the Company and the Group and makes recommendations to the Board of Directors on the appointment or dismissal, rotation, tenure and remuneration of the Statutory Certified Auditors, according to the relevant regulatory and legal provisions.
- Monitors the independence and performance of the Statutory Certified Auditors in accordance with the applicable laws, a responsibility which includes reviewing, *inter alia*, the provision by them of Non-Audit Services to the Company and the Group. In relation to this, the Committee examines and approves all proposals regarding the provision by the Statutory Certified Auditor of Non-Audit Services to the Company and the Group, based on the relevant policy that the Audit Committee oversees and recommends to the Board of Directors for approval.
- Monitors and assesses the adequacy, effectiveness and efficiency of the Internal Control System, based on reports by Internal Audit and by Compliance, on findings of the external auditors, the supervisors and the tax authorities as well as on management information, as appropriate.
- Evaluates the adequacy and effectiveness of the processes and procedures of the Compliance, based on the Annual Compliance Report, as per the regulatory framework in force.
- Assesses the adequacy and effectiveness of the “Anti-Money Laundering and Combating the Financing of Terrorism Policy”, reporting annually to the Board of Directors and to the Supervisory Authorities; reviews the framework of the Markets in Financial Instruments Directive (MiFID) and the Market Abuse Regulation (MAR).
- Promotes a culture of ethical behavior and integrity within the Group.

The Members of the Committee collectively possess adequate knowledge of the financial sector and, in general, the required knowledge, skills and experience to adequately discharge the Committee’s responsibilities. At least one Member, who is Independent from the audited entity, has accounting/auditing knowledge and experience and is present at the meetings regarding the approval of the Financial Statements.

The specific duties and responsibilities of the Audit Committee are set out in its Charter, which is posted on the Company’s website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/audit-committee>).

During 2023 the main activities of the Committee were, among others, the following:

The Committee:

- Was informed of the quarterly Activity Reports of the Internal Audit Unit and the Compliance Unit, based on the annual plans previously endorsed by the Committee.
- Reviewed the organization, independence and capacity of the Internal Audit Unit and of the Compliance Unit.
- Evaluated the following reports for the year 2022 which were submitted to the Bank of Greece:
 - the Annual Report of the Internal Audit Division on the Internal Control System of the Bank for the previous year, as per the Bank of Greece Governor’s Act 2577/9.3.2006.
 - the Annual Report of the Compliance Division as per the Bank of Greece Governor’s Act 2577/9.3.2006.
- Approved and submitted to the Bank of Greece its assessment report on the adequacy and effectiveness of the Internal Control System of the Group.
- Reviewed the Internal Audit Charter and proposed its approval by the Board of Directors.
- Reviewed the selection process and endorsed the appointment of the new Head of the Internal Audit of Alpha Services and Holdings S.A.

- Confirmed the independence of the Head of Internal Audit at a meeting without the presence of the Company's Management.
- Reviewed the reports regarding the assessment of the adequacy of the Internal Control System for the years 2020-2022 by Mazars, as per the Bank of Greece Governor's Act 2577/9.3.2006 and Law 4706/2020 and endorsed their submission to the Bank of Greece.
- Reviewed and proposed to the Board of Directors for approval the 2024 Annual Audit Plan of the Internal Audit Business Area, considering the evolution of the "Audit Universe", the risk assessment methodology and the incorporation of newly-emerged risks and of the resource adequacy therein, taking into account the Internal Audit Business Area's Transformation Plan.
- Reviewed and proposed to the Board of Directors for approval the Compliance Annual Plan for 2024 along with the Organizational Structure of the Compliance Business Area and the progress of the centralization of certain Anti-Money Laundering (AML) monitoring units.
- Reviewed and discussed the annual performance evaluation of the Head of Internal Audit for the year 2022. It also discussed and endorsed the Succession Planning - Emergency Fills for the Head of Internal Audit of the Company and proposed its approval by the Board of Directors, through the Corporate Governance, Sustainability and Nominations Committee.
- Submitted to the Board of Directors for approval the appointment of the Statutory Certified Auditor and the relevant Statutory and Tax Audit fees for the year 2023 as well as of a follow-up on the 2022 Statutory and Tax Audit fees of the Alpha Services and Holdings Group Companies.
- Reviewed the annual Financial Statements for Alpha Services and Holdings S.A. and the Group for the year 2022 as well as the consolidated First Quarter Financial Statements of the Alpha Services and Holdings S.A. for the year 2023, the standalone and consolidated semi-annual Financial Statements for Alpha Services and Holdings S.A. for the year 2023 and the consolidated Third Quarter Financial Statements of the Alpha Services and Holdings S.A. for the year 2023, as well as the relevant Press Releases prior to their submission to the Board of Directors for approval.
- Informed the Board of Directors of the outcome of the statutory audit and explained how the statutory audit contributed to the integrity of financial reporting and what the role of the Committee was in that process.
- Focused, among other things, on the significant accounting issues and accounting areas requiring professional judgment, including the impact of any extraordinary transactions and provisioning.
- Recommended to the Board of Directors that the annual Financial Statements should be prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, equity and financial performance of the Company and its Subsidiaries included in the Consolidated Financial Statements taken as a whole, as provided for in article 4 pars 3 and 4 of Law 3556/2007.
- Performed the oversight of the Group Statutory Certified Auditors' (Deloitte) activity and performance and reviewed the Statutory Certified Auditors' Audit Plan for the year 2023 with reference to the planned audit approach, key audit matters and risks, materiality, risk assessment and scope of the audit as well as audit standards and regulation and evaluated the internal control issues regarding financial reporting processes identified by the Statutory Certified Auditor and the adequacy of the responses provided by the Management. The Committee assessed the Audit Plan for 2023 and ensured that it covered the most significant areas of control, taking into account the main areas of business and financial risk of the Company.
- Reviewed the Statutory Certified Auditors' Audit Report according to article 10 of Regulation (EU) No 537/2014 as well as the Additional Report according to article 11 of Regulation (EU) No 537/2014 and reviewed the action plan regarding the Significant Deficiencies reported by the Statutory Auditor in its Additional Report as at 31.12.2022.
- Monitored the independence of the Statutory Certified Auditor, in accordance with the laws in force at a meeting without the presence of the Company's Management and, in particular, as regards the provision of Non-Audit Services to the Company and the Group. In this context the Committee reviewed and approved all Non-Audit Services provided to the Alpha Services and Holdings Group by the Statutory Certified Auditor, on the basis of the Policy and Procedures for the Assignment of Non-Audit Services to the Statutory Auditor. The fees recognized to the external auditor, i.e. Deloitte Certified Public Accountants S.A. and its network, are analytically described in Note 50 of the Consolidated Annual Financial Statements for the year 2023.

- Reviewed and approved the process pertaining to the annual evaluation and the Reappointment of the Group Statutory Certified Auditor and in this context reviewed the annual evaluation of the Statutory Certified Auditor for the year 2022 after taken into account the overall considerations and evaluation of the Management.
- Monitored the procedure followed for the drafting of the Non-Financial Report and the Sustainability Report for the year 2022, was updated on the materiality analysis process and reviewed the relevant Limited Assurance Reports by an External Auditor.
- Was informed of the Limited Assurance Reports, both for the Non-Financial Report and the Sustainability Report for the year 2022, by Deloitte Certified Public Accountants S.A., prepared in accordance with the International Standard on Assurance Engagements (ISAE) 3000.
- Was informed of the proposal of the Company for the Sustainability Report Redesign, based on a holistic approach, aiming to address multiple disclosure requirements and associated data needs across key ESG dimensions.
- Was informed on the Task Force on Climate-related Financial Disclosures (TCFD) report.
- Conducted the annual review of its Charter.
- Was updated on the Supervisory Dialogue meeting in view of the draft Supervisory Review and Evaluation Process (SREP) Decision of 2023.
- Was informed of the progress of the On-Site Inspection (OSI) on Liquidity and on Operational Risk.
- Acquired a full understanding of the work of the Risk Management Unit through the participation of some of its Members in the Risk Management Committee and reviewed the monthly update on the Regulatory Agenda on the most significant capital adequacy, regulatory liquidity, supervisory and environmental issues.
- Conducted the first reading of the Group's Code of Conduct and Ethics.
- Met with the Company's Management was informed about the progress of significant projects affecting the Group's internal control systems and had several meetings with Executives from various Business Areas of the Company and the Bank. in order to review operational risk, cyber, IT, human resources, legal and other issues. The Committee also took cognizance, on a quarterly basis, of the minutes of the Whistleblowing Committee as well as of the outcome of the investigations with regard to the reported cases, in accordance with the Whistleblowing Policy and Procedures.
- In the context of the periodic review of the Group's Policies, reviewed and endorsed the following policies (or revised policies) and proposed their approval by the Board of Directors:
 - Policy and Procedure for the Periodical Assessment of the Internal Control System;
 - Policy and Procedures for the Selection and Reappointment of the Statutory Auditor;
 - Whistleblowing Policy and Procedures;
 - Market Abuse Prevention Policy;
 - Policy and Procedures for the Assignment of Non-Audit Services to the Statutory Auditor.

Regarding the Subsidiaries, the Audit Committee:

- Reviewed the Annual Activity Reports for 2022 and the Semi-Annual Activity Reports for 2023 prepared by the Audit Committees of the Subsidiaries of Alpha Services and Holdings S.A.
- Aiming at further enhancing corporate governance and the collaboration among the Subsidiaries, launched a series of videoconference meetings with the Audit Committees of the Subsidiaries. In this context, meetings with the Members of the Audit Committee of Alpha Bank Cyprus Ltd and ABC Factors S.A. took place.

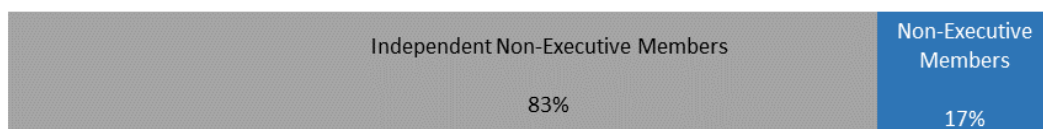
During 2023, the Audit Committee met jointly with the Risk Management Committee in order to review and discuss issues of common interest.

Risk Management Committee

The Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Risk Management Committee were appointed by a resolution of the Board of Directors of 27.7.2023.

Risk Management Committee Composition (as at 31.12.2023 and on the date of publication of the 2023 Annual Report)

Jean L. Cheval	Chair, Independent Non-Executive Member Chair of the Committee since: 22.7.2022 Member of the Committee since: 31.7.2020
Aspasia F. Palimeri	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Dimitris C. Tsitsiragos	Independent Non-Executive Member Member of the Committee since: 31.7.2020
Elanor R. Hardwick	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Diony C. Lebot	Independent Non-Executive Member Member of the Committee since: 27.7.2023
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018 (representative of the Hellenic Financial Stability Fund from April 2018 until November 2023)



(Based on the composition of the Risk Management Committee on 31.12.2023)

2023	
Number of Risk Management Committee meetings	11
Average ratio of Members' attendance	94%

The Committee convenes at least once a month and may invite any Member of the Group's Management or Executive to attend its meetings. The Chief Risk Officer (CRO) is a regular attendee of the Committee meetings and has unhindered access to the Chair and the Members. The CRO, while administratively reporting to the Chief Executive Officer (CEO), shall report functionally to the Board of Directors through the Committee.

The main responsibilities of the Risk Management Committee include but are not limited to those presented below.

The Committee:

- Assists the Board of Directors in promoting a sound risk culture at all levels throughout the Company and its Subsidiaries (the "Group"), fostering risk awareness and encouraging open communication and challenge across the Organization.
- Reviews regularly and recommends to the Board of Directors for approval the risk and capital management strategy, ensuring alignment with the business objectives of the Company and the Group.
- Reviews and recommends annually to the Board of Directors for approval the Group's Risk Appetite Framework and statement, considering also ESG risks, i.e. the risks of any negative financial impact to the Company stemming from the

current or prospective impacts of ESG factors on its counterparties, such as climate-related risks, and ensuring alignment with the Group's strategic objectives and capital allocation.

- Determines the principles which govern risk management across the Company and the Group in terms of the identification, measurement, monitoring, control and mitigation of risks.
- Recommends to the Board of Directors for approval high-level policies on the management of risks.
- Monitors that the Company adequately embeds Environmental, Social and Governance (ESG) risks in the overall risk appetite statement and framework, business strategy and risk management framework.
- Evaluates on an annual basis or more frequently, if necessary, the appropriateness of risk identification and measurement systems, methodologies and models, including the capacity of the Company's IT infrastructure to record, report, aggregate and process risk-related information.
- Reviews the Annual Group's Internal Capital Adequacy Assessment Process (ICAAP) and the Internal Liquidity Adequacy Assessment Process (ILAAP) as well as related target ratios and recommends their approval to the Board of Directors.
- Assesses the overall effectiveness of capital planning, allocation processes and systems and the allocation of capital requirements to risk types.
- Keeps itself informed of recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the Supervisory Review and Evaluation Process (SREP) conclusions.
- Collaborates with the Audit Committee as necessary on the effective oversight of the mitigation of certain key areas of risk, including climate-related or other ESG risks, and capital management and their repercussions on the Internal Control System. The Committee also convenes jointly with the Audit Committee to discuss and review issues relevant to the remediation plans from regulatory/supervisory assessments and certain operational risk or other issues of importance and common interest.
- Collaborates with other Board Committees in relation to ESG issues.

The Members of the Committee have prior experience in the financial services sector and, individually and collectively, appropriate knowledge, skills and expertise concerning risk management and control practices. One Member is in charge of overseeing ESG risk issues.

The specific duties and responsibilities of the Risk Management Committee are set out in its Charter, which is posted on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/risk-management-committee>).

During 2023 the main activities of the Committee were, among others, the following:

The Committee:

- Discussed, challenged and endorsed:
 - The updated Risk and Capital Strategy (RCS)/Risk Appetite Framework (RAF) for 2023 and resolved to propose their approval to the Board of Directors.
 - The annual Risk Management Report as well as the relevant Assessment Report for the year 2022, which were submitted to the Bank of Greece.
 - The updated NPEs Reduction Plan of 2023 and resolved to submit it to the Board of Directors for approval.
 - The Group Internal Capital Adequacy Assessment Process (ICAAP) Report for 2023 and the concluding Group Capital Adequacy Statement (CAS) for 2023, along with the Group Internal Liquidity Adequacy Assessment Process (ILAAP) Report for 2023 and the concluding Group Liquidity Adequacy Statement (LAS) for 2023 and proposed to the Board of Directors the approval and submission thereof to the Single Supervisory Mechanism (SSM).
 - The Issuance of the Additional Tier 1 Bond Loan and resolved to submit it to the Board of Directors for approval.
 - The Dividend Policy and resolved to propose its approval by the Board of Directors
 - The updated ICAAP and ILAAP Frameworks and the Stress Test Governance Framework and resolved to submit them to the Board of Directors for approval.
 - The Pillar III Disclosures Report for the Full Year 2022 and the First Half of 2023 and resolved to submit it to the Board of Directors for approval.

- The first full data and the final full data collection submission of the EBA templates regarding the European Union-wide Stress Test for 2023 to the SSM and resolved to submit them to the Board of Directors for ratification.
- The updated Contingency Funding Plan (CFP) and resolved to propose its approval by the Board of Directors.
- The introduction of a new Interest Rate Risk in the Banking Book (IRRBB) Risk Appetite Framework Limit and resolved to propose its approval by the Board of Directors.
- The Capital Management Policy and resolved to propose its approval by the Board of Directors.
- The updated Group Recovery Plan (2023) Report and the updated Recovery Plan Framework and Manual (2023) and resolved to submit them to the Board of Directors for approval.
- The revised Wholesale Banking Concentration Policy and resolved to propose its approval to the Board of Directors.
- The Group Acquisition Policy and resolved to propose its approval by the Board of Directors.
- The action plan of the Bank with regard to the follow-up letter by the SSM on the OSI Credit and Counterparty Credit Risk and recommended its approval by the Board of Directors.
- Discussed and endorsed the Succession Planning - Emergency Fills of the Chief Risk Officer of Alpha Services and Holdings S.A. and proposed its approval by the Board of Directors, through the CGSNC.
- Took cognizance of the final version of the SREP Letter for 2022 and the draft version of the SREP Letter for 2023 and the respective action plan.
- Was informed of and discussed:
 - the NPEs Plan evolution and the quarterly performance on NPEs targets;
 - the ECB feedback letter on Climate-Related and Environmental Risk Disclosures;
 - the latest developments regarding the Non-Commercial Book;
 - the preliminary outcome of the Supervisory Dialogue for 2023;
 - the SSM and the Single Resolution Board (SRB) Agendas for 2023, on a monthly basis;
 - the monthly evolution of the Capital Ratios, the Net Stable Funding Ratio (NSFR) and the Liquidity Coverage Ratio (LCR);
 - the monthly Credit Committee I approvals for Wholesale Loans;
 - the SSM's feedback on the Group Recovery Plan 2022 submission;
 - the ECB Cyber Resilience Stress Test;
 - the Management Report on Data Governance, Data Quality and Significant Resubmissions
 - the progress of the On-Site Inspection (OSI) on the Business Model and Profitability;
 - the final report of the OSI on Liquidity and the relevant action plan for addressing SSM's findings;
 - the progress of the OSI on Credit and Counterparty Risk;
 - the process and methodology of the Financed Emissions Assessment and the Forward-Looking Assessment;
 - the annual review of its Charter.
- Reviewed and discussed the Climate and ESG Risk Management and the update of the Climate risk supervisory action plan.

Regarding the Subsidiaries, the Risk Management Committee:

- Reviewed the Annual Activity Reports for 2022 and the Semi-Annual Activity Reports for 2023 prepared by the Risk Management Committees of the Subsidiaries as well as the Third Quarter 2023 Activity Reports prepared by the Risk Management Committees of Alpha Bank Cyprus Ltd and Alpha Bank Romania S.A.
- Aiming at further enhancing corporate governance and the collaboration among the Subsidiaries, launched a series of videoconference meetings with the Risk Management Committees of the Subsidiaries abroad. In this context, meetings with the Members of the Risk Management Committee of Alpha Bank Cyprus Ltd took place.

In 2023, the Risk Management Committee had joint meetings with the Audit Committee in order to review areas of common interest of risk and capital management and their repercussions on the Internal Control System.

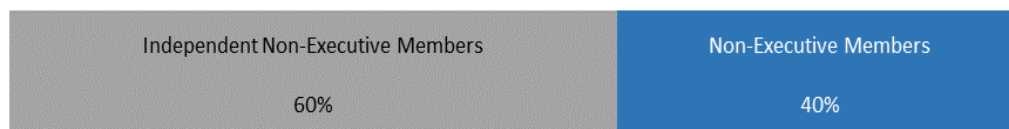
Moreover, the Members of the Risk Management Committee participated in the meetings of the Audit Committee for the review of the Financial Statements.

Remuneration Committee

The Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Remuneration Committee were appointed by a resolution of the Board of Directors of 27.7.2023.

Remuneration Committee Composition (as at 31.12.2023 and on the date of publication of the 2023 Annual Report)

Dimitris C. Tsitsiragos	Chair, Independent Non-Executive Member Chair of the Committee since: 27.7.2023 Member of the Committee since: 31.7.2020
Efthimios O. Vidalis	Non-Executive Member Member of the Committee from 15.12.2016 until 31.7.2020 and from 27.7.2023 until now
Aspasia F. Palimeri	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Panagiotis I.-K. Papazoglou	Independent Non-Executive Member Member of the Committee since: 27.7.2023
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018 (representative of the Hellenic Financial Stability Fund from April 2018 until November 2023)



(Based on the composition of the Remuneration Committee on 31.12.2023)

2023	
Number of Remuneration Committee meetings	11
Average ratio of Members' attendance	98%

The Committee convenes at least quarterly per year and may invite any Member of the Management or Executive to attend its meetings. The Chief Human Resources Officer is a regular attendee of the Committee meetings.

The main responsibilities of the Remuneration Committee include but are not limited to those presented below.

The Committee:

- Assists the Board of Directors in ensuring that the Group Remuneration Policy as well as the "Remuneration Policy of the Members of the Board of Directors as per the provisions of Law 4548/2018" are consistent with the values, culture, business strategy, risk appetite and strategic objectives of the Company and its Subsidiaries (the "Group"), taking into account Environmental, Social and Governance (ESG) risks that affect the business environment in the short, medium or long term.

- Is responsible for the preparation of decisions on remuneration to be taken by the Non-Executive Members, in particular regarding the remuneration of the Executive Members of the Board of Directors as well as of other identified Staff (i.e. Staff whose professional activities have a material impact on the Institutions' risk profile).
- Provides its support and advice to the Non-Executive Members of the Board of Directors on the design of the Remuneration Policies for the Company and the Group, including that such remuneration policies are gender-neutral according to the relevant legislative and regulatory provisions, support the equal treatment of Staff, promote inclusiveness and respect diversity in general.
- Recommends to the Non-Executive Members the remuneration of the Members of the Board of Directors.
- Reviews and advises on fixed salaries, benefits and total remuneration within the Company.
- Reviews the variable remuneration framework. Recommends to the Board of Directors for approval variable remuneration schemes for Employees across the Company and the Group and proposes the total envelope for variable remuneration across the Company and the Group.
- Reviews the performance of the Executive Members of the Board of Directors (the "Executive Members"), the Chiefs – Members of the Executive Committee and the Key Function Holders (the "KFHs") of the Company based on the input that it receives from the evaluators, in accordance with the provisions of the "Policy for the Evaluation of Senior Executives and Key Function Holders".
- Validates the Evaluation Scorecards and the goals of the Executive Members, the Chiefs – Members of Executive Committee and the KFHs.
- Ensures that adequate policies and processes for the regular performance evaluation of Senior Executives and Key Function Holders of the Company and of the Group Staff are in place, adequately implemented and in alignment with the Remuneration Policy and the Human Resources policies and processes (including staff succession planning and talent management systems).

The Members of the Committee have collectively appropriate knowledge, skills and professional experience concerning remuneration policies and practices, risk management and control activities as well as concerning the incentives and risks that can arise therefrom. At least one Member has sufficient professional experience in risk management.

The specific duties and responsibilities of the Remuneration Committee are set out in its Charter, which is posted on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/remuneration-committee>).

During 2023 the main activities of the Committee were, among others, the following:

The Committee:

- Reviewed the Remuneration Policy for Alpha Services and Holdings and its Group as well as its Annexes and recommended the approval of the Group Benefits and Corporate Expenses Policy (Annex II of the Remuneration Policy for Alpha Services and Holdings and its Group) and the Senior Executives Severance Payment Policy by the Non-Executive Members of the Board of Directors.
- Reviewed the Total Rewards Strategy, i.e. Fixed Remuneration, the Variable Remuneration framework as well as the revised Benefits following the new Career Framework.
- Reviewed the list of Material Risk Takers for 2022 and recommended the approval thereof by the Non-Executive Members of the Board of Directors.
- Recommended to the Board of Directors that the requirements set by the HFSF Law in relation to the lifting of the Salary Cap on fixed remuneration and the payment of variable remuneration to Board Members and Senior Management in the form of shares or stock options or other instruments are met. Furthermore, it recommended that the above applies also in relation to variable remuneration previously awarded by the Board in the form of Stock Options (the vesting of which was subject to the amendment of the HFSF Law).
- Reviewed the amendments of the Executive Committee Members contracts and recommended the approval by the Non-Executive Members and subsequently by the Board of Directors of the proposed fixed salary increases and of the introduction of the variable remuneration clause in the Executive Committee Members contracts.

- Reviewed and endorsed the Regulation of the Stock Award Plan and the Regulation of the 2023 Retention Plan of Alpha Services and Holdings S.A. and recommended the approval thereof by the Board of Directors.
- Endorsed the award under the Stock Award Plan for 2023.
- Was updated on the governance of the use of Shares vested under the Stock Award Plan and recommended the approval of the respective documentation by the Board of Directors.
- Reviewed and endorsed a Senior Executives Savings Plan as a supplement to the current Institution for Occupational Retirement Provision - Occupational Insurance Fund Alpha Services and Holdings Group Personnel.
- Reviewed and endorsed, as part of the material to be submitted to the Ordinary General Meeting of Shareholders, the Remuneration Policy as per Law 4548/2018, the 2022 Remuneration Report as per Law 4548/2018 and a Stock Award Plan.
- Reviewed and proposed to the Board of Directors the approval of the annual remuneration amounts of the Chairs and the Members of the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance, Sustainability and Nominations Committee as well as of the Chair and Members of the Board of Directors.
- Finalized the remuneration amounts of the Members of the Board of Directors for the financial year 2023.
- Reviewed and proposed to the Board of Directors the approval of the Expenses Policy for the Non-Executive Members of the Board of Directors.
- Reviewed the Policy for the Evaluation of Senior Executives and Key Function Holders and provided input to the CGSNC.
- Reviewed the Remuneration Committee Charter.
- Reviewed and provided input on the Career Framework.
- Was updated on the Audit Report on the Remuneration Policy.
- Was updated on the Institution for Occupational Retirement Provision (IORP) Investment strategy.
- Reviewed its Annual Activity Report and submitted it to the Board of Directors for information.

Regarding the Subsidiaries, the Remuneration Committee:

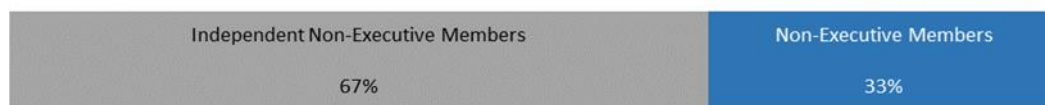
- reviewed the Annual Activity Reports of the Remuneration Committees of the Subsidiaries, i.e. Alpha Bank London Ltd, Alpha Bank Romania S.A., Alpha Bank Cyprus Ltd and Alpha Astika Akinita S.A., for the year 2022.
- reviewed the annual remuneration amounts of the Non-Executive Members of the Boards of Directors of Alpha Bank Cyprus Ltd and Alpha Bank Romania S.A. and recommended the approval thereof to the Board of Directors.
- aiming at further enhancing corporate governance and the collaboration among the Subsidiaries, launched a series of videoconference meetings with the Remuneration Committees of the Subsidiaries abroad. In this context, the Remuneration Committee held joint meetings with the Chairs of the Remuneration Committees of the international Subsidiaries, i.e. Alpha Bank Romania S.A., Alpha Bank London Ltd and Alpha Bank Cyprus Ltd.

Corporate Governance, Sustainability and Nominations Committee

The Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Corporate Governance, Sustainability and Nominations Committee were appointed by a resolution of the Board of Directors of 27.7.2023.

Corporate Governance, Sustainability and Nominations Committee Composition (as at 31.12.2023 and on the date of publication of the 2023 Annual Report)

Elanor R. Hardwick	Chair, Independent Non-Executive Member Chair of the Committee since: 30.9.2021 Member of the Committee since: 31.7.2020
Efthimios O. Vidalis	Non-Executive Member Member of the Committee since: 15.12.2016
Elli M. Andriopoulou	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Carolyn G. Dittmeier	Independent Non-Executive Member Member of the Committee since: 31.7.2020
Diony C. Lebot	Independent Non-Executive Member Member of the Committee since: 27.7.2023
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018 (representative of the Hellenic Financial Stability Fund from April 2018 until November 2023)



(Based on the composition of the Corporate Governance, Sustainability and Nominations Committee on 31.12.2023)

2023	
Number of Corporate Governance, Sustainability and Nominations Committee meetings	11
Average ratio of Members' attendance	89%

The Committee convenes at least quarterly per year and may invite any Member of the Management or Executive to attend its meetings.

The main responsibilities of the Corporate Governance, Sustainability and Nominations Committee include but are not limited to those presented below.

The Committee:

- Is regularly informed of current trends and developments in the area of corporate governance, including best practice and relevant regulations.
- Monitors the compliance of the Company and the Group with the pertinent Hellenic Corporate Governance Code, to which the Company adheres, ensuring appropriate application of the “comply or explain” principle required; provides oversight that the implementation of this principle aligns with the legislation in force, the regulatory expectations and the international corporate governance best practice.
- Reviews the Company’s Internal Governance Regulation and recommends its approval by the Board of Directors.

- Facilitates the regular review of the Charters of the Board Committees, in consultation with the relevant Committees, by providing input to each Committee in order to ensure that the Charters remain fit-for-purpose and align with the Hellenic Corporate Governance Code as well as with corporate governance best practices.
- Reviews, at least semi-annually, current and emerging trends and regulatory developments in ESG issues that may significantly affect the Company's activities, highlighting to the Board of Directors areas that may require actions.
- Oversees the implementation of the Company's policies on ESG issues.
- Reviews the respective communication, sustainability reporting to Stakeholders and ratings, in coordination with the Audit Committee.
- Acts as the ultimate liaison/responsible Board Committee with respect to all sustainability/ESG issues and promotes respective communications and feedback from all the Board of Directors Committees.
- Assists the Board of Directors in establishing the conditions required for effective succession and continuity in the Board of Directors.
- Develops and regularly reviews the selection criteria and the appointment process for the Members of the Board of Directors.
- Identifies and recommends for approval by the Board of Directors candidates to fill vacancies, according to the Suitability and Nomination Policy for the Members of the Board of Directors, evaluates the balance of knowledge, skills, diversity and experience of the Board of Directors, prepares a description of the roles and capabilities for a particular appointment and assesses the time commitment expected.
- Assesses periodically, and at least annually, the structure, size, composition and performance of the Board of Directors and makes recommendations to the Board of Directors with regard to any changes.
- Assesses periodically, and at least annually, the knowledge, skills and experience of each Member of the Board of Directors and of the Board of Directors collectively and reports to the Board of Directors accordingly.
- Oversees the design and implementation of the induction program for the new Members of the Board of Directors as well as the ongoing knowledge and skills development for the Members, which support the effective discharge of their responsibilities.

The Committee ensures and regularly evaluates that its Members collectively possess the required knowledge, skills and experience relating to sustainability and ESG issues as well as to the business of the Company to assess the appropriate composition of the Board of Directors and, among others, the selection process and the suitability requirements, in order to adequately discharge the Committee's responsibilities.

The specific duties and responsibilities of the Corporate Governance, Sustainability and Nominations Committee are set out in its Charter, which is posted on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/corporate-governance-sustainability-nominations-committee>).

During 2023 the main activities of the Committee were, among others, the following:

The Committee:

- Identified and recommended for approval by the Board of Directors candidates to fill vacancies in the Board of Directors; in particular, it recommended to the Board of Directors the election of Ms. Diony C. Lebot and Mr. Panagiotis I.-K. Papazoglou as Independent Non-Executive Members of the Board of Directors at the Ordinary General Meeting of Shareholders.
- Reviewed and proposed to the Board of Directors the approval of:
 - the Corporate Governance Statement for the year 2022,
 - the Policy for the Succession Planning of Senior Executives and Key Function Holders,
 - the Policy and Process for the Succession Planning of Non-Executive and Independent Non-Executive Members of the Board of Directors,
 - the Induction and Training Policy and Procedure for the Members of the Board of Directors,
 - the Training Program for the year 2023,
 - the European Banking Authority (EBA) Guidelines Matrix concerning the assessment of the collective suitability of the Board of Directors,

- the Internal Governance Regulation of Alpha Services and Holdings S.A.,
- the Executive Committee Charter.
- Reviewed:
 - the Code of Conduct and Ethics,
 - the BoD Committees’ Charters and the Board of Directors’ Charter,
 - the Policy for the Evaluation of Senior Executives and Key Function Holders.
- Confirmed that the Independent Non-Executive Members fulfill all the criteria for being Independent Non-Executive Members of the Board of Directors, in accordance with Law 4706/2020 on corporate governance, the Articles of Incorporation and the Hellenic Corporate Governance Code, as in force.
- Reviewed and endorsed the new Career Framework and recommended the approval thereof by the Board of Directors.
- Recommended to the Board of Directors the content of the Draft Invitation and the Draft Resolutions of the Ordinary General Meeting of Shareholders of 27.7.2023.
- Proposed to the Board of Directors the composition of the Board of Directors’ Committees, subject to the election of the new Board of Directors at the Ordinary General Meeting of Shareholders of 27.7.2023.
- Received an update on the Succession Planning for the Non-Executive Members of the Board of Directors.
- Discussed the Succession Planning of Senior Executives and Key Function Holders as well as the respective Emergency Fills.
- Was updated regularly on Environmental, Social and Governance (ESG) issues.
- Reviewed the Sustainability Report and the Task Force on Climate-related Financial Disclosures (TCFD) Report and recommended the approval thereof by the Board of Directors.
- Was updated on the draft ECB letter on the assessment of Alpha Bank’s Climate & Environmental Risk disclosures.
- Took cognizance of the Board Evaluation Report for the year 2022, drafted by Morrow Sodali, in the context of the evaluation of the Board of Directors by the said firm.
- Was informed of the Individual Evaluation of the Members of the Board of Directors for the year 2022, performed by the Chair of the Board of Directors.
- Was informed of the attendance of the Members at the Board of Directors’ and at the Committees’ meetings for the year 2022 and for the First Half of 2023.
- Reviewed and submitted its Annual Activity Report to the Board of Directors for information.

Regarding the Subsidiaries, the Corporate Governance, Sustainability and Nominations Committee:

- Reviewed the 2022 Annual and the 2023 Semi-Annual Activity Reports of the Subsidiaries’ Nomination Committees and Boards of Directors.

G. EXECUTIVE COMMITTEE

1. EXECUTIVE COMMITTEE

In accordance with Law 4548/2018 and the Company's Articles of Incorporation, the Board of Directors has established an Executive Committee.

The Executive Committee acts as a collective corporate body of the Company. The Committee's powers and authorities are determined by way of a CEO act, delegating powers and authorities to the Committee. The Committee is vested, at least, with the following powers and authorities to manage the affairs of the Company and take decisions. The Committee has the right to delegate further all or parts of its vested authority.

The indicative main responsibilities of the Committee include but are not limited to the following:

The Committee:

- Prepares the strategy, the business plan and the annual budget of the Company and the Group, including the strategy on Environmental, Social and Governance (ESG) issues, for submission to and approval by the Board of Directors as well as the annual and interim Financial Statements.
- Decides on and manages the capital allocation to the Business Units.
- Prepares the Internal Capital Adequacy Assessment Process (ICAAP) Report and the Internal Liquidity Adequacy Assessment Process (ILAAP) Report for submission to and approval by the Board of Directors, manages their implementation and reports accordingly to the Board of Directors.
- Monitors the performance of each Business Unit and Subsidiary of the Company versus the Budget and ensures that corrective measures are taken.
- Reviews and approves, in the framework of its authorities, the Policies of the Company and informs the Board of Directors accordingly or submits them, as the case may be, to the latter for approval.
- Discusses issues related to the Group's Purpose and Values, culture and human resources as well as approves and manages any collective program proposed by the Human Resources Unit for the Staff (including any bonus schemes, voluntary separation schemes etc.).
- Is responsible for the implementation of (i) the overall risk strategy, including the Company's risk appetite and its risk management framework, (ii) an adequate and effective internal governance and internal control framework that includes a clear organizational structure and well-functioning independent internal risk management, compliance and audit functions of high stature and significant know-how as well as sufficient resources to perform their operations, (iii) an adequate and effective framework for the implementation of the Company's strategy on ESG issues, (iv) the amounts, types and distribution of both internal capital and regulatory capital to adequately cover the risks of the Company, (v) the means for achieving targets for the liquidity management of the Company, (vi) the selection and suitability assessment process for Key Function Holders and (vii) any arrangements aimed at ensuring the integrity of the accounting and financial reporting systems, including financial and operational controls, risk management and compliance with the law and the relevant standards.

2. MEMBERS OF THE EXECUTIVE COMMITTEE

The composition of the Executive Committee of the Company is as follows:

Chair	
V.E. Psaltis	Chief Executive Officer (CEO)
Members	
S.N. Filaretos	Chief of Growth and Innovation
S.A. Andronikakis	Chief Risk Officer (CRO)
L.A. Papagaryfallou	Chief Financial Officer (CFO)
I.M. Emiris	Chief of Wholesale Banking
I.S. Passas	Chief of Retail Banking
N.R. Chryssanthopoulos <i>(resignation effective as of 16.2.2024)</i>	Chief of Corporate Center (CCC)
S.B.-A. Oprescu	Chief of International Network
A.C. Sakellariou <i>(resignation effective as of 1.2.2024)</i>	Chief Transformation Officer (CTO)
S.N. Mytilinaios	Chief Operating Officer (COO)
F.G. Melissa	Chief Human Resources Officer (CHRO)
G.V. Michalopoulos	Chief of Wealth Management

The CVs of the Members of the Executive Committee are presented below and are also available on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/executive-committee>).



Chair
Vassilios E. Psaltis
CEO

He was born in Athens in 1968. He holds a PhD in Banking and a MA in Business and Banking from the University of St. Gallen in Switzerland. He held various senior management positions at ABN AMRO Bank's Financial Institutions Group in London (1999-2001) and at Emporiki Bank where he has worked as Deputy (acting) Chief Financial Officer (2002-2006). He joined Alpha Bank in 2007. In 2010 he was appointed Group Chief Financial Officer (CFO) and in 2012 he was appointed General Manager. Through these posts, he spearheaded capital raisings of several billions from foreign institutional shareholders, diversifying the Bank's shareholder base, as well as significant mergers and acquisitions that contributed to the consolidation of the Greek banking market, reinforcing the position of the Bank. He has been a Member of the Board of Directors since November 2018 and Chief Executive Officer since January 2019. In 2019 he was elected member of the Institut International d' Études Bancaires (IIEB). He has been a Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021 as well as Member of the Board of Directors of the Hellenic Bank Association (HBA) since October 2021.



Member
Spyros N. Filaretos
Chief of Growth and Innovation

He was born in Athens in 1958. He studied Economics at the University of Manchester and at the University of Sussex, UK. In 1985, he joined Alpha Bank, where he held key positions at different branches and Divisions (Organization, Human Resources and Treasury Management). He was appointed Executive General Manager in 1997 and General Manager in 2005. From October 2009 to November 2020, he served as Chief Operating Officer (COO). In December 2020, he was appointed General Manager - Growth and Innovation (new title as of 15.12.2023 Chief of Growth and Innovation). He is a Member of the Boards of Directors of Alpha Bank London Ltd and the Alpha Bank Cultural Foundation as well as Chair of the Board of Directors of Efstathia J. Costopoulos Foundation. Moreover, he is a Member of the Executive Committee. He has been a Member of the Board of Directors since 2005.



Member
Spiros A. Andronikakis
Chief Risk Officer (CRO)

He was born in Athens in 1960. He holds a BA in Economics and Statistics from the Athens University of Economics and Business (former Athens School of Economics and Business) and an MBA in Financial Management and Banking from the University of Minnesota, USA. He has worked in the Corporate Banking Units of Greek and multinational banks since 1985. He served as a Member of the Board of Directors of Alpha Leasing S.A., Alpha Finance Investment Services S.A., Tiresias Bank Information Systems S.A. and Alpha Bank Romania S.A. He joined Alpha Bank in 1998. He was Corporate Banking Manager from 2004 to 2007. In 2007 he was appointed Chief Credit Officer and in 2012 General Manager – Chief Risk Officer (CRO) [new title as of 15.12.2023 Chief Risk Officer (CRO)]



Member
Lazaros A. Papagaryfallou
Chief Financial Officer (CFO)

He was born in Athens in 1971. He studied Business Administration at the Athens University of Economics and Business and holds an MBA in Finance from the University of Wales, Cardiff Business School. He started his career in Citibank and ABN AMRO and he joined Alpha Bank in 1998, having served as Manager of the Corporate Development, International Network and Strategic Planning Divisions. On 1.7.2013 he was appointed Executive General Manager of the Bank and has contributed to the implementation of the Group's Restructuring Plan, the capital strengthening of the Bank, the design and closing of mergers, acquisitions and portfolio transactions. During his career he served as Chairman and Member in the Boards of Directors of various Group Companies, both in Greece and abroad, in the banking, insurance, financial services, industry and real estate sectors. On 2.1.2019 he was appointed General Manager – Chief Financial Officer (CFO) for the Group [new title as of 15.12.2023 Chief Financial Officer (CFO)].



Member
Ioannis M. Emiris
Chief of Wholesale Banking

He was born in Athens in 1963. He studied Economics and Business Administration at the Athens University of Economics and Business (former Athens School of Economics and Business) and holds an MBA from Columbia Business School as well as a US

Certified Public Accounting (CPA) degree. He started his career as a certified public accountant in PricewaterhouseCoopers in New York. From 1991 to 2012, he worked for the Alpha Bank Group, initially as an Investment Banker in Alpha Finance Investment Services S.A. and from 2004 as Manager of the Project Finance and the Investment Banking Divisions of Alpha Bank. From 2012 to 2014, he was the Chief Executive Officer of the Hellenic Republic Asset Development Fund (HRADF). On 5.11.2014, he was appointed Executive General Manager and on 19.11.2019 he was appointed General Manager of Wholesale Banking (new title as of 15.12.2023 Chief of Wholesale Banking).



Member
Isidoros S. Passas
Chief of Retail Banking

He was born in Thessaloniki in 1967. He holds an MSc in Mechanical Engineering from the National Technical University of Athens and an MBA from City, University of London (Bayes Business School) and has attended the Advanced Management Program (AMP) at INSEAD. He started his career at Procter & Gamble and held managerial positions in Marketing and Sales Management functions at multinational Fast-Moving Consumer Goods (FMCG) companies. He worked at Eurobank for 13 years, where he held positions of responsibility in Retail Banking and served as a Deputy General Manager of the Retail Banking Network and as a member of the boards of directors of the bank's subsidiaries. In 2013 he took up duties as a Senior Advisor to the Management on retail marketing distribution in Hellenic Petroleum. He joined Alpha Bank in 2014. He held the positions of Manager of the Deposit and Investment Products and Manager of the Greek Branch Network Division. He is the Chairman of the Board of Directors of AlphaLife Insurance Company S.A. and Member of the Board of Directors of Alpha Real Estate Management and Investments (AREMI) S.A. On 1.4.2016 he was appointed Executive General Manager and on 19.11.2019 General Manager of Retail Banking (new title as of 15.12.2023 Chief of Retail Banking).



Member
Nicholas R. Chryssanthopoulos
Chief of Corporate Center (CCC)
(resignation effective as of 16.2.2024)

He was born in Athens in 1975. He holds a BA and an MA in Philosophy, Politics and Economics from Oxford University. He has worked in the Alpha Bank Group since 2000 in the areas of Investment Banking, Corporate Development and Strategic Planning and has also served as Advisor to the Secretary General of the Ministry of Finance on banking matters. From 2016 to 2019, he served as a Senior Manager in Alpha Bank's Strategic Planning Unit, in charge of Group M&A and business planning. On 14.1.2019 he was appointed Executive General Manager and from 20.5.2022 to 16.2.2024 he was General Manager – Chief of Corporate Center (CCC) [new title as of 15.12.2023 Chief of Corporate Center (CCC)].



Member
Sergiu-Bogdan A. Oprescu
Chief of International Network

He was born in 1963. He holds an MEng degree from the Faculty of Aerospace Engineering at Bucharest Polytechnic Institute, with specialization in Avionics. He acquired a postgraduate degree in Reliability with specialization in "Complex technical systems' reliability" from the Bucharest Polytechnic Institute and attended various executive programs at Harvard Business School, Stanford Graduate School of Business and London Business School. In 1994 he joined Alpha Bank Romania S.A., where he held several senior positions before he was appointed Executive President in 2007. He was Managing Director (1995-1996) and then Executive President (1996-2002) at Alpha Finance Romania S.A. (former Bucharest Investment Group – Brokerage S.A.). He served as President of the Board of Governors of the Bucharest Stock Exchange (2001-2006), as Board Member of the Romanian Association of Banks and coordinator of the banking commissions on Mortgage Lending, Non-Performing Loans, European Union Funds Absorption, Treasury

and Capital Markets (2008-2014) and as Chairman of the Board of Directors of the Romanian Association of Banks (2015-2021). On 11.2.2019 he was appointed General Manager of International Network (new title as of 15.12.2023 Chief of International Network).



Member
Anastasia C. Sakellariou
Chief Transformation Officer (CTO)
(resignation effective as of 1.2.2024)

She was born in Athens in 1973. She graduated from Arsakeio – Tositseio School in 1991 and completed her studies in Great Britain. She holds postgraduate degrees in International Banking from the University of Reading and in International Studies from the University of Warwick. She is a banker of international repute, with professional experience both in the private and in the public sector. She began her career in London in the mid-90s, working for bulge bracket investment banking firms (Deutsche Bank, Salomon Brothers and Credit Suisse), specializing in credit and credit restructuring, leverage finance as well as asset-liability management, underwriting and risk management. Before repatriating in 2009, she was Managing Director of Investment Banking at Credit Suisse. In Greece, she received her first executive appointment as Senior Advisor to the Chairman of Piraeus Bank and later as Chief Risk Officer of Hellenic Postbank. In February 2013, she was appointed CEO of the Hellenic Financial Stability Fund (HFSF). During her tenure in that position of critical importance, she played an instrumental role in the transformation, restructuring and stabilization of the Greek banking sector. From 2017 to 2020, she was the CEO of the first digital banking platform in Greece, Praxia bank. From April 2020 to January 2024, she was General Manager – Chief Transformation Officer (CTO) [new title as of 15.12.2023 Chief Transformation Officer (CTO)], being responsible for the overall design of the Transformation Plan as well as for ensuring the prompt implementation and monitoring of the respective projects.



Member
Stefanos N. Mytilinaios
Chief Operating Officer (COO)

He was born in Athens in 1973. He holds a First-Class degree in Aerospace Engineering from the University of Bristol, Great Britain, and an MBA with Distinction from INSEAD in Fontainebleau, France. He brings onboard extensive experience in technology, operations and business, having assumed managerial positions in Greece and abroad. He served as the Deputy Group CIO at Eurobank and as a business consultant at McKinsey & Company, based in Athens and London. Moreover, he has been the Chief Technology Officer at Commercial Bank of Qatar and later on he was appointed General Manager, Digital Business at Piraeus Bank. On 1.12.2020 he was appointed General Manager – Chief Operating Officer (COO) [new title as of 15.12.2023 Chief Operating Officer (COO)].



Member
Fragiski G. Melissa
Chief Human Resources Officer (CHRO)

She was born in 1968. She studied Psychology at the National and Kapodistrian University of Athens and holds postgraduate degrees in Industrial/Organizational Studies from Columbia University and in Social Studies from the New School for Social Research. She brings 28 years of experience in human resources. She served as a Regional Human Resource Director for Southeastern Europe at Colgate Palmolive, while in her career she also held positions of responsibility at Makro Cash & Carry and at KPMG. For the last 8 years before joining Alpha Bank, she was Head of Human Resources at Vodafone in Greece and Romania. On 3.3.2020 she was appointed Executive General Manager – Chief Human Resources Officer and on 20.5.2022 she was appointed General Manager – Chief Human Resources Officer (CHRO) [new title as of 15.12.2023 Chief Human Resources Officer (CHRO)].



Member

Georgios V. Michalopoulos
Chief of Wealth Management

He was born in Athens in 1973. He studied Mathematics at the National and Kapodistrian University of Athens and holds an MBA in Finance from City, University of London (Bayes Business School). He started his career at Alpha Bank in 1994 and worked in the Treasury functions in Athens and London. He has served as Group Treasurer and Manager of the Planning and Trading and the Financial Markets Divisions. He has been a Member of the Board of Directors of various Group Companies in the banking, finance and insurance sectors in Greece and abroad for a number of years. On 4.5.2016 he was appointed Executive General Manager of Treasury Management and on 20.5.2022 he was appointed General Manager – Wealth Management and Treasury (new title as of 15.12.2023 Chief of Wealth Management).

3. NUMBER OF ALPHA SERVICES AND HOLDINGS S.A. SHARES OWNED ON 31.12.2023

Chair		Number of shares	% of the share capital
V.E. Psaltis	Chief Executive Officer (CEO)	264,585	0.011
Members			
S.N. Filaretos	Chief of Growth and Innovation	186,836	0.008
S.A. Andronikakis	Chief Risk Officer (CRO)	186,836	0.008
L.A. Papagaryfallou	Chief Financial Officer (CFO)	51,546	0.002
I.M. Emiris	Chief of Wholesale Banking	167,545	0.007
I.S. Passas	Chief of Retail Banking	97,290	0.004
N.R. Chryssanthopoulos <i>(resignation effective as of 16.2.2024)</i>	Chief of Corporate Center (CCC)	39,722	0.002
S.B.-A. Oprescu	Chief of International Network	140,126	0.006
A.C. Sakellariou <i>(resignation effective as of 1.2.2024)</i>	Chief Transformation Officer (CTO)	27,176	0.001
S.N. Mytilinaios	Chief Operating Officer (COO)	0	0.000
F.G. Melissa	Chief Human Resources Officer (CHRO)	30,573	0.001
G.V. Michalopoulos	Chief of Wealth Management	142,126	0.006

H. DESCRIPTION OF THE DIVERSITY POLICY APPLIED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND EMPLOYEES

The Diversity Policy is a document of Alpha Services and Holdings S.A. which sets out the principles and the approach for the achievement of diversity in both the Board of Directors and the Employees, in accordance with the legislative and regulatory framework in force, including the relevant Joint ESMA/EBA “Guidelines on the assessment of the suitability of members of the management body and key function holders”, as well as with European best practices in corporate governance.

Diversity is defined as the situation in which the characteristics of the Members of the Board of Directors and of the Employees, including age, gender, geographical provenance and educational and professional background, are sufficiently different to an extent that allows a variety of views within the Board of Directors and among the Employees.

While the diversity of the Board of Directors is not a criterion for the assessment of the Members’ individual suitability, diversity should be taken into account when selecting and assessing Members of the Board of Directors. Diversity within the Board of Directors leads to a broader range of experience, knowledge, skills and values and is one of the factors that enhance its functioning and address the phenomenon of “groupthink”. Thus, a more diverse Board of Directors, in its supervisory and management

functions, can reduce the phenomenon of “groupthink” and facilitate independent opinions and constructive challenging in the process of decision-making.

The Policy applies to the selection procedure followed for the Members of the Board of Directors and is also taken into consideration for the appointment of the Company’s Senior Management and Employees.

The objectives of the Policy are to:

- Support and promote diversity in the Board of Directors and the Employees.
- Engage a broad set of qualities and competences when recruiting Members of the Board of Directors and Employees, to achieve a variety of views and experiences and to facilitate independent opinions and sound decision-making within the Board of Directors.
- Ensure that there is an appropriate representation of all genders within the Board of Directors.
- Ensure that the principle of equal opportunities is respected when selecting Members of the Board of Directors.
- Ensure equal treatment and opportunities for Employees of different genders.
- Ensure that, when setting diversity objectives, the Company considers diversity benchmarking results published by the competent authorities, the European Banking Authority (EBA) or other relevant international bodies or organizations.

The Policy is approved by the Board of Directors and is reviewed every two years by the CGSNC, which may propose relevant amendments to the Board of Directors.

1. BOARD OF DIRECTORS

The Company, taking into account the existing framework, embraces the benefits of having a diverse Board of Directors. It recognizes that diversity can help achieve maximum team performance and effectiveness, enhance innovation and creativity and promote critical thinking and team cooperation within the Board. In this context, a diversified Board of Directors fosters constructive challenge and discussion on the basis of different points of view, while also contributing to the improvement of decision-making regarding strategies and risk-taking by encompassing a broader range of views, opinions, experience, perception, values and backgrounds and reducing the phenomena of “groupthink” and “herd behavior”.

A truly diversified Board of Directors allows and makes good use of differences in skills, regional and industry experience, background, abilities, qualifications, professional training, gender and other distinctions between the Members. Pursuant to the Suitability and Nomination Policy for the Members of the Board of Directors of the Company, all Board appointments, including the succession planning, are made in accordance with legal and regulatory requirements, ensuring an optimal balance, among others, of skills, experience, knowledge independence and high ethical standards, without any discriminations based on sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, sexual orientation, gender, age, geographical provenance and/or educational and professional background.

The above suitability and differentiation parameters should be taken into consideration in determining the best possible composition of the Board of Directors and, when possible, should be balanced appropriately.

At least the following diversity aspects shall be taken into consideration for all Board appointments, without prejudice to the legislative and regulatory framework and to the Suitability and Nomination Policy for the Members of the Board of Directors of the Company:

- **Educational and professional background, skills and knowledge as well as experience in order to facilitate productive challenge and independent thinking**, in accordance with the Suitability and Nomination Policy for the Members of the Board of Directors.
- **Gender**: taking into consideration that different typical attitudes and behaviors can be observed in persons of different genders.
- **Age**: considering that the time period in which a person has grown up influences his/her values, behavior and risk culture.
- **Geographical provenance**: the region where a person has gained a cultural, educational or prior professional background. Diversity regarding geographical provenance ensures that the Board has a direct understanding of the culture values, market specificities and legal framework present in main business hubs that the Company is active in and facilitates well-informed decision-making regarding the business strategy in those business and geographical areas.

In reviewing the composition of the Board of Directors and in identifying suitable candidates for appointment, reappointment or during the succession planning, the CGSNC will:

- a. Consider the benefits of all aspects of diversity, including, but not limited to, those described above, in order to enable the Board of Directors to discharge its duties and responsibilities effectively.
- b. Consider candidates on the basis of merit and objective criteria pursuant to the strategic objectives of the Company, the legislative and regulatory requirements and with due consideration of diversity in the Board of Directors.

According to the legal and regulatory framework, as described in the “Suitability and Nomination Policy for the Members of the Board of Directors”, the CGSNC assesses or re-assesses on an ongoing basis, and at least annually, on the basis of the “Suitability and Nomination Process for the Members of the Board of Directors”, the collective and individual suitability of the Members of the Board of Directors. As part of this annual evaluation of the effectiveness of the Board of Directors and its Committees, the CGSNC will consider the adequate balance of all aspects of suitability and diversity, including, but not limited to, those described above.

The CGSNC will discuss and agree annually upon all measurable objectives for achieving diversity in the Board of Directors. In the event that any diversity objectives or targets have not been met, the CGSNC shall explain the relevant reasons and the measures to be taken, in order to ensure that the diversity objectives and targets will be met.

The CGSNC reviews and monitors regularly the effectiveness of the Policy and makes relevant recommendations to the Board of Directors. Furthermore, it reviews regularly the proportion of women who are employed by the Company as a whole, in senior management positions and in the Board of Directors.

According to the Diversity Policy, the Board of Directors’ actual target is that the percentage of the less represented gender in the Board would reach at least 30% in the next three years, while always considering industry trends and best practices. In light of the above, the Board of Directors’ target has been achieved, i.e. at a percentage of 38.5%.

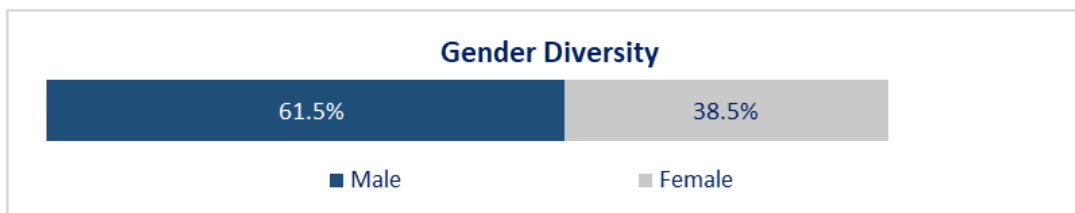
All the candidates for the Board of Directors shall be assessed on the basis of the same criteria, irrespective of gender, since the eligible Members for the Board of Directors must fulfill all the conditions set in relation to their qualifications. In this context, all genders shall have equal opportunities to be nominated under the condition that they fulfill all the other prerequisites in accordance with the Suitability and Nomination Policy for the Members of the Board of Directors of the Company. The Company shall not nominate Members of the Board of Directors with the sole purpose of increasing diversity to the detriment of the functioning and suitability of the Board of Directors collectively or at the expense of the suitability of individual Members of the Board of Directors.



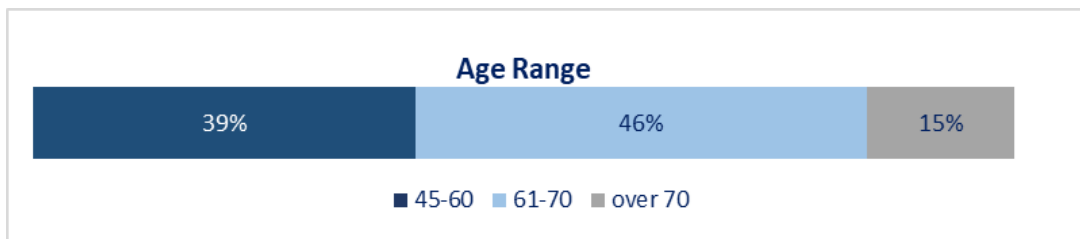
(Based on the composition of the Board of Directors on 31.12.2023)



(Based on the composition of the Board of Directors on 31.12.2023)



(Based on the composition of the Board of Directors on 31.12.2023)



(Based on the composition of the Board of Directors on 31.12.2023)

2. EMPLOYEES

The provision of equal opportunities for employment and advancement to all its Employees is not merely a legal obligation of the Company but rather a cornerstone of its Human Resources Strategy. It is thus incorporated in the Human Resources management procedures and practices and the Company ensures the implementation thereof in every country where it is present.

When setting diversity objectives, the Company considers diversity benchmarking results, published by competent authorities, the EBA or other relevant international bodies or organizations.

Seeking to implement gender equality in action and to address the issue of the low percentage of women in positions of responsibility, issues which are typical of the Greek labor market, the Company takes a number of measures which help its Employees balance their professional and family life, while also promoting equitable treatment and merit-based Employees' advancement, with equal advancement opportunities for female Employees. In addition, a multitude of training, coaching and mentoring initiatives are in place to support gender equality. The Company also aims to reflect the gender diversification evidenced in the Employees in the Senior Management.

The Company applies uniform, gender-neutral Remuneration and Benefits and Corporate Expenses Policies to all categories of Employees. It respects and defends the diversity of all Employees in general, promoting inclusiveness and equal treatment.

The Company provides a work environment free of discrimination and harassment and values the work and worth of each and every Employee. It ensures top-quality work conditions and opportunities for advancement that are based on merit and equitable treatment. It offers fair remuneration, based on contracts which are in agreement with the conditions of the corresponding national labor market and ensures compliance with the respective national regulations, *inter alia*, on minimum pay, working hours and the granting of leave.

The Company defends human rights and opposes all forms of child, forced or compulsory labor. The Company respects employee rights and is committed to safeguarding them fully, in accordance with the national and the European Union Law and the Conventions of the International Labour Organization.

The Company, in order to monitor and minimize diversity gaps, reviews relevant data on an annual basis and implements corrective measures to narrow gaps, where these exist.

Employees in Management positions* as of 31.12.2023 (data for Alpha Services and Holdings S.A. and Alpha Bank S.A.)

Gender	Age Breakdown as of 31.12.2023			Total	Percentage
	26-40	41-50	51+		
Male	30	188	186	404	59%
Female	30	131	124	285	41%
Total	60	319	310	689	100%
Percentage	9%	46%	45%	100%	

Educational level	Breakdown as of 31.12.2023	Percentage
Postgraduate Studies (Master’s, PhD)	370	54%
Tertiary Education (graduates of Universities or Technological Education Institutes)	188	27%
High School (Lyceum) graduates	131	19%
Total	689	100%

*Management positions are defined as the positions from the level of Branch Manager and above.

The percentage and number of Employees in managerial positions per educational level indicate that Employees in managerial positions holding postgraduate degrees represent in 2023 the highest percentage, i.e. 54%.

Recognizing, though, the need to enhance the soft skills of people managers and foster a culture of continuous training, the Company has invested in multiple training channels. Dedicated learning leadership journeys are available on the online learning platform of the Company, while during 2023 the course “Managing Hybrid Teams” was launched as part of the Leadership Academy. Additionally, in each of the existing Academies currently provided, dedicated sections for people managers are available.

I. REMUNERATION

The updated and amended Remuneration Policy of the Members of the Board of Directors, in accordance with articles 110 and 111 of Law 4548/2018, was approved by the Ordinary General Meeting of 27.7.2023, as proposed by the Board of Directors, following a relevant recommendation by the Remuneration Committee.

The Remuneration Policy of the Members of the Board of Directors, in accordance with articles 110 and 111 of Law 4548/2018, is available on the Company’s website, as stipulated by Law, through the link https://www.alphaholdings.gr/-/media/alphaholdings/files/genikes-syneleysis/taktiki-geniki-sineleusi-27072023/eggrafa-gs/remuneration-policy_2023_en.pdf?la=en&hash=28FE55138633CBD7632EDB92C17CEE32C5C35D8A.

The Remuneration Report is and will remain available on the Company’s website for a time period of ten years, as stipulated by Law, through the link <https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/codes-and-policies>.