



**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Thursday, July 22, 2021**

**Item 1:** **Approval of the Annual and Consolidated Financial Statements of the financial year 2020 (1.1.2020 - 31.12.2020), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the Hellenic Financial Stability Fund (the "HFSF"), i.e. 169,174,167 shares (article 7a par. 3 of law 3864/2010, as in force)	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Company (calculated as above)	

In application of the Articles of Incorporation of the Company and law 4548/2018, the Board of Directors submits for approval to the Ordinary General Meeting the Annual and Consolidated Financial Statements of the Company and the Group for the financial year 2020 (1.1.2020 - 31.12.2020). The Financial Statements are comprised of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement and the respective notes on the Financial Statements, in accordance with the requirements of the International Financial Reporting Standards.

Shareholders may obtain a copy of the Annual Financial Report from the website of the Company (<https://www.alphaholdings.gr/en>). The said Report incorporates the Financial Statements of the Company and the Group, submitted for approval, as well as the corresponding Independent Statutory Certified Auditors' Report, the Board of Directors' Annual Management Report, the Board of Directors' Explanatory Report, the Corporate Governance Statement and the statements by Members of the Board of Directors on the accuracy of the Financial Statements.

The Board of Directors proposes to the Ordinary General Meeting the approval of the Annual and Consolidated Financial Statements for the financial year 2020 (1.1.2020 - 31.12.2020), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.

The results of the Company for the financial year 2020 amounted to Euro 138,396,623.58 after income tax, which are proposed to be appropriated to "Retained Earnings" as per the table below:

PROFIT DISTRIBUTION TABLE OF 2020		(amounts in Euro)
Profit/(loss) before income tax		213,524,710.73
Less: Income Tax		(75,128,087.15)
Profit/(loss) after income tax		<b>138,396,623.58</b>
It is proposed to appropriate the above gains as follows:		
Statutory reserve		-
Retained Earnings		138,396,623.58
Total		<b>138,396,623.58</b>

Pursuant to the Company's Articles of Incorporation and article 158 of law 4548/2018, the requirement to form a statutory reserve ceases to be mandatory when its balance reaches at least one third of the capital. Due to the fact that in the financial year 2020 the Company's statutory reserve exceeded the above limit, the Board of Directors proposes to the Ordinary General Meeting the non-appropriation of an amount to the statutory reserve.

Furthermore, since distributable profits do not exist, the Board of Directors, as per article 159 of law 4548/2018, proposes to the Ordinary General Meeting the non-distribution of dividend to the Shareholders of the Company for the financial year 2020.

Proposed resolution:

The Ordinary General Meeting approves the Annual and Consolidated Financial Statements of the Company and the Group for the financial year 2020 (1.1.2020 - 31.12.2020), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.

Additionally, the Ordinary General Meeting resolves on the non-appropriation of an amount to the statutory reserve as well as on the non-distribution of dividend to the Shareholders of the Company for the financial year 2020.

**Item 2:** Approval, as per article 108 of law 4548/2018, of the overall management for the financial year 2020 (1.1.2020 - 31.12.2020) and discharge of the Statutory Certified Auditors for the financial year 2020, in accordance with article 117 of law 4548/2018.

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Company (calculated as above)	

The Board of Directors of the Company proposes to the present General Meeting the approval of the overall management by the Members of the Board of Directors for the financial year 2020 (1.1.2020 - 31.12.2020), as per article 108 of law 4548/2018, as well as the discharge, in accordance with article 117 of law 4548/2018, of the Statutory Certified Auditors from any liability for their actions and for the audit of the Financial Statements respectively.

**Proposed resolution:**

The Ordinary General Meeting approves the overall management by the Members of the Board of Directors for the financial year 2020 (1.1.2020 - 31.12.2020), as per article 108 of law 4548/2018, as well as the discharge, in accordance with article 117 of law 4548/2018, of the Statutory Certified Auditors from any liability for their actions and for the audit of the Financial Statements respectively.

**Item 3: Election of Statutory Certified Auditors for the financial year 2021 (1.1.2021 - 31.12.2021) and approval of their remuneration.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Company (calculated as above)	

In application of the Articles of Incorporation of the Company, of law 4449/2017 and of Regulation (EU) No 537/2014, the Board of Directors, following a relevant recommendation by the Audit Committee, proposes to the Ordinary General Meeting the election of the audit firm with the corporate name “Deloitte Certified Public Accountants S.A.” and the trade name “Deloitte” (Institute of Certified Public Accountants of Greece Registration No E 120) to carry out the regular audit of the Company’s stand alone and consolidated Financial Statements for the period from 1.1.2021 to 31.12.2021.

The remuneration of the “Deloitte Certified Public Accountants S.A.” audit firm for auditing the (stand alone and consolidated) Financial Statements of the Company for the year 2021 is proposed to amount to Euro 445,000 plus V.A.T. It is noted that the above-mentioned remuneration includes an additional audit fee amounting to Euro 255,000 for the review of the Consolidated Interim Financial Statements of Alpha Bank as at 31.3.2021, following the hive-down that was completed on 16.4.2021.

The total remuneration of the statutory auditor of the Company for the financial year 2020, i.e. before the demerger of the société anonyme with the corporate name “ALPHA BANK S.A.” by way of hive-down of the banking business sector with the incorporation of a new company, is analyzed in note 43 of the Annual Financial Statements of the Company, as stipulated in article 29 of law 4308/2014, which is as follows:

	(amounts in thousands of Euro)	
	<b>From 1 January to</b>	
	<b>31.12.2020</b>	<b>31.12.2019</b>
Fees for statutory audit	1,550	1,447
Fees for other audit services		13
Fees for the issuance of a tax certificate	201	198
Fees for other non-audit services	137	288
<b>Total</b>	<b>1,888</b>	<b>1,947</b>

Proposed resolution:

The Ordinary General Meeting approves the election of the audit firm with the corporate name "Deloitte Certified Public Accountants S.A." and the trade name "Deloitte" (The Institute of Certified Public Accountants of Greece Registration No E 120) to carry out the regular audit of the Company's stand alone and consolidated Financial Statements for the period from 1.1.2021 to 31.12.2021 amounting to Euro 445,000 plus V.A.T.

**Item 4: Submission of the Activity Report of the Audit Committee for the year 2020, in accordance with article 44 of law 4449/2017 (non-voting item).**

**Note:** The Activity Report of the Audit Committee for the year 2020 is submitted to the General Meeting in accordance with article 44 of law 4449/2017, as in force, and is not put to the vote.

The Activity Report of the Audit Committee for the year 2020 is and will remain available on the Company's website, in accordance with article 44 of law 4449/2017, as in force, through the link <https://www.alphaholdings.gr/en/investor-relations/diathesimaeqgrafa-kai-plirofories-gia-genikes-sinelefseis-20210722>.

**Item 5: Approval of the Members of the Board of Directors' remuneration for the financial year 2020 (1.1.2020 - 31.12.2020).**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Company (calculated as above)	

Following the demerger of the Company (the former "Alpha Bank S.A.", which has already been renamed to "Alpha Services and Holdings S.A."), that was completed on 16.4.2021 by way of hive-down of its banking business sector and its contribution to a newly-established banking institution under the name "Alpha Bank S.A." (hereinafter the "Bank"), the Bank substituted the demerged entity by way of universal succession to all contributed assets and liabilities.

In accordance with article 109 of law 4548/2018 and the current Remuneration Policy, the Board of Directors of the Company proposes to the present General Meeting the approval of a remuneration for the Members of the Board of Directors, in their capacity as Members, for the financial year 2020, amounting to a total of Euro **1,121,625.01**, as per the following table:

NAME AND SURNAME	POSITION on 31.12.2020	CAPACITY	AMOUNTS in EURO	
			(gross)	(net)
Vasileios T. Rapanos	Chair of the Board of Directors	Non-Executive Member	259,000.00	127,614.88
Efthimios O. Vidalis	Member of the Board of Directors	Non-Executive Member	103,791.67	54,959.58
	Member of the Audit Committee			
	Member of the Corporate Governance and Nominations Committee			

NAME AND SURNAME	POSITION on 31.12.2020	CAPACITY	AMOUNTS in EURO	
			(gross)	(net)
	Member of the Remuneration Committee until 31.7.2020			
Dimitris C. Tsitsiragos	Member of the Board of Directors as of 2.7.2020	Non-Executive Independent Member	45,125.00	29,396.67
	Member of the Risk Management Committee as of 31.7.2020			
	Member of the Remuneration Committee as of 31.7.2020			
Jean L. Cheval	Member of the Board of Directors	Non-Executive Independent Member	103,791.67	54,959.58
	Member of the Risk Management Committee as of 31.7.2020			
	Member of the Remuneration Committee			
	Member of the Audit Committee until 31.7.2020			
	Member of the Corporate Governance and Nominations Committee until 31.7.2020			
Carolyn G. Dittmeier	Member of the Board of Directors	Non-Executive Independent Member	128,791.67	71,281.11
	Chair of the Audit Committee			
	Member of the Corporate Governance and Nominations Committee as of 31.7.2020			



NAME AND SURNAME	POSITION on 31.12.2020	CAPACITY	AMOUNTS in EURO	
			(gross)	(net)
	Member of the Risk Management Committee until 31.7.2020			
Richard R. Gildea	Member of the Board of Directors	Non-Executive Independent Member	109,000.00	57,407.56
	Chair of the Remuneration Committee			
	Member of the Risk Management Committee			
Elanor R. Hardwick	Member of the Board of Directors as of 2.7.2020	Non-Executive Independent Member	45,125.00	29,396.67
	Member of the Audit Committee as of 31.7.2020			
	Member of the Corporate Governance and Nominations Committee as of 31.7.2020			
Shahzad A. Shahbaz	Member of the Board of Directors	Non-Executive Independent Member	84,000.00	45,657.48
	Chair of the Corporate Governance and Nominations Committee			
Jan A. Vanhevel	Member of the Board of Directors	Non-Executive Independent Member	134,000.00	73,729.04
	Chair of the Risk Management Committee			
	Member of the Audit Committee			
Johannes Herman Frederik G. Umbgrove	Member of the Board of Directors	Non-Executive Member (pursuant to the provisions)	109,000.00	57,407.56
	Member of the Audit Committee			

NAME AND SURNAME	POSITION on 31.12.2020	CAPACITY	AMOUNTS in EURO	
			(gross)	(net)
	Member of the Risk Management Committee	of Law 3864/2010)		
	Member of the Remuneration Committee			
	Member of the Corporate Governance and Nominations Committee			
<b>TOTAL</b>			<b>1,121,625.01</b>	<b>601,810.13</b>

It is reminded that, in accordance with the Company's standard practice, the Executive Members of the Board of Directors do not receive any remuneration in their capacity as Members of the Board of Directors.

Detailed information on the remuneration of the Members of the Board of Directors is available in the annual Remuneration Report of the Company.

Proposed resolution:

The Ordinary General Meeting approves the remuneration of the Non-Executive Members of the Board of Directors, including the Non-Executive Independent Members, in their capacity as Members, for the financial year 2020, amounting to a total of Euro 1,121,625.01.

**Item 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 2021 (1.1.2021 - 31.12.2021).**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Company (calculated as above)	

The Board of Directors of the Company proposes to the present General Meeting, in accordance with article 109 of law 4548/2018, to maintain the annual remuneration for 2021 of the Non-Executive Members of the Board of Directors, including the Non-Executive Independent Members, at the same level as that of 2020 and to align it with the Company's "Remuneration Policy of the Members of the Board of Directors as per the provisions of law 4548/2018". The only change pertains to the introduction of a stipend of Euro 12,000 per year for the NPL expert on the Board in recognition of the additional workload, as of January 1, 2021. The annual caps per Board Member will remain the same as for the year 2020, with the addition of the above-mentioned NPL expert stipend.

It is noted that, due to the fact that the composition of the Board of Directors of the Company and that of the Board of Directors of its 100% subsidiary Alpha Bank S.A. (the "Bank") are the same, the remuneration of the Members of the Board of Directors will be paid according to the above by one company only and, specifically, by the Bank.

Should the number of Non-Executive Members, including the Non-Executive Independent Members, increase within 2021, then such additional remuneration will be consistent with the "Remuneration Policy of the Members of the Board of Directors as per the provisions of law 4548/2018" and commensurate with the participation of the new Non-Executive Members, including the Non-Executive Independent Members' participation, in the Committees of the Board of Directors.

Moreover, according to the said Remuneration Policy, the Executive Members of the Board of Directors do not receive any remuneration for their participation in the Board of Directors.

**Proposed resolution:**

The Ordinary General Meeting approves, in accordance with article 109 of law 4548/2018, the advance payment of remuneration to the Members of the Board of Directors, in their capacity as Members, for the financial year 2021 (1.1.2021 - 31.12.2021).

**Item 7: Deliberation and advisory vote on the Remuneration Report for the year 2020, in accordance with article 112 of law 4548/2018.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Company (calculated as above)	

Following a respective recommendation by the Remuneration Committee, the Board of Directors submits to the General Meeting for deliberation and advisory vote the Remuneration Report for the year 2020, in accordance with article 112 of law 4548/2018.

The said Report includes a comprehensive overview of the remuneration awarded to all Members of the Board of Directors for the year 2020, as stipulated in article 112 of law 4548/2018.

The auditors of the Company check whether the information stipulated by Law has been provided by the Remuneration Report. To this end, the audit firm “Deloitte Certified Public Accountants S.A.” has conducted the relevant audit and issued the respective Auditors’ Report.

The Shareholders’ vote is of an advisory nature, according to the Law, and the Board of Directors explains in the next Remuneration Report the manner in which the result of the advisory vote of the General Meeting was taken into account.

The Remuneration Report for the year 2020 is and will remain available on the Company’s website for a time period of ten (10) years, as stipulated by Law, through the link <https://www.alphaholdings.gr/en/investor-relations/diathesima-eggrafa-kai-pliories-gia-genikes-sinelefseis-20210722>.

**Proposed resolution:**

The Ordinary General Meeting casts a positive vote on the Remuneration Report for the year 2020, in accordance with article 112 of law 4548/2018.

**Item 8: Approval of the Remuneration Policy of the Members of the Board of Directors as per the provisions of law 4548/2018.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Company (calculated as above)	

In accordance with articles 110 and 111 of law 4548/2018 and following a respective recommendation by the Remuneration Committee, the Board of Directors proposes to the Ordinary General Meeting the approval of the Remuneration Policy of the Members of the Board of Directors. It is noted that the Remuneration Policy which was approved by the General Meeting of 20.11.2019 is no longer in force.

The objective of the proposed Policy is to promote the sustainability and long-term prospects of the Company and to enhance transparency.

The Policy is in compliance with the applicable legal framework, including the framework regulating the Company and Alpha Bank S.A.'s relationship with the HFSF (for so long as the Bank falls within the ambit of the relevant provisions). In addition, the Policy takes into consideration the provisions of the Company's Articles of Incorporation, the Corporate Governance Code and the Group's Policies.

The Remuneration Policy is available on the Company's website through the link <https://www.alphaholdings.gr/en/investor-relations/diathesima-eggrafa-kai-plirofories-gia-genikes-sinelefseis-20210722>.

**Proposed resolution:**

The Ordinary General Meeting approves the Remuneration Policy of the Members of the Board of Directors, in accordance with articles 110 and 111 of law 4548/2018.

**Item 9: Submission of the Report of the Non-Executive Independent Members, as per the provisions of law 4706/2020 (non-voting item).**

**Note:** The Report of the Non-Executive Independent Members is submitted to the General Meeting in accordance with article 9 of law 4706/2020 as in force and is not put to the vote.

In accordance with article 9 par. 5 of law 4706/2020, the Non-Executive Independent Members of the Board of Directors declare that they do not have any objection, remark or complementary statement with regard to all the Reports submitted by the Board of Directors of the Company to the General Meeting of Shareholders.

**Item 10: Approval of the Suitability and Nomination Policy for the Members of the Board of Directors.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Company (calculated as above)	

Following a respective recommendation by the Corporate Governance and Nominations Committee, the Board of Directors submits to the Ordinary General Meeting for approval the Suitability and Nomination Policy for the Members of the Board of Directors, in accordance with article 3 of law 4706/2020.

**Proposed resolution:**

The Ordinary General Meeting approves the Suitability and Nomination Policy for the Members of the Board of Directors.

**Item 11: Granting of authority, in accordance with article 98 of law 4548/2018, to Members of the Board of Directors and the General Management as well as to Managers to participate in the boards of directors or in the management of companies having purposes similar to those of the Company.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Company excluding those held currently by the HFSF, as per the above	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Company (calculated as above)	

The Board of Directors proposes to the present General Meeting, as per article 98, par. 1 of law 4548/2018, the granting of authority to the Members of the Board of Directors and to other Executives of the Company to participate in the boards of directors and/or in the management of companies having purposes similar to those of the Company, provided that these companies do not have their registered offices and/or are not materially active in countries where the Company has a material presence.

**Proposed resolution:**

The Ordinary General Meeting approves the granting of authority to the Members of the Board of Directors and to other Executives of the Company to participate in the boards of directors and/or in the management of companies having purposes similar to those of the Company, provided that these companies do not have their registered offices and/or are not materially active in countries where the Company has a material presence.