



**WHISTLEBLOWING
POLICY AND PROCEDURES**

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I. WHISTLEBLOWING POLICY

1. INTRODUCTION

1.1 Purpose

The present Policy (the “Policy”) sets the general principles and the operational framework through which companies of the Alpha Services and Holdings S.A (hereinafter “the Group”) receive, assess and investigate reports alleging irregularities, omissions or offences that come to the attention of its Employees, Customers, Suppliers, or other stakeholders.

The Policy is issued by the Group, which assigns the Group companies to implement it.

Group companies endorse the Policy respecting the principle of proportionality and taking into account the size, legal form, nature and complexity of activities, continuously ensuring proper government arrangements.

Whistleblowing Policies of the Group companies operating abroad shall be aligned to national legislation.

The Policy and any amendments thereof, are proposed by the Group Compliance Division, are endorsed by the Group Audit Committee and are approved by the Group Board of Directors.

Group companies are committed to maintaining the highest level of ethics and professional behaviour, adopting a zero-tolerance approach towards illegal or governance-counter actions which might negatively affect their reputation and credibility.

1.2 Regulatory Framework

The Whistleblowing Policy (hereinafter “the Policy”) complies with the requirements of the regulatory framework, as stipulated in the provisions of Bank of Greece Governor’s Act 2577/9.3.2006 on the “*Framework of operational principles and criteria for the evaluation of the organisation and Internal Control Systems of credit and financial institutions and relevant powers of their management bodies*”, as well as of Directive (EU) 2019/1937 of the European Parliament and of the Council on “the protection of persons who report breaches of Union law”.

1.3 Definitions

For the purposes of this Policy, the following definitions shall apply:

Report is the oral or written communication of information on breaches, or a concern submitted about an actual or potential breach.

Whistleblower is the natural person who reports or discloses information on breaches acquired in the context of their work-related activities.

Reported Person is the individual against whom an allegation has been made, a natural or legal person who is referred to in the report as a person to whom the irregularity is attributed or with whom that person is associated.

Retaliation is any direct or indirect act or omission which occurs in a work-related context, prompted by reporting, which causes or may cause unjustified detriment to the whistleblower. Retaliatory actions may include, but are not necessarily limited to, harassment, discriminatory treatment, inappropriate performance appraisal, salary freeze or adjustment, work assignments, demotion, termination of employment, or the withholding of an entitlement.

Feedback is the provision to the reporting person of information on the action envisaged.

Breach is the act or omission that is unlawful and relates to act and areas falling within the scope of the Policy.

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Good faith is the unequivocal belief in the veracity of the reported incidents, i.e. the fact that the whistleblower reasonably believes the transmitted information to be true, based on reasonable facts and/or circumstances that allow for the assumption that the report is sufficiently grounded.

1.4 Scope and Obligations

The whistleblowing processes are addressed to all Employees of the Group, as well as to all stakeholders related with the Bank and the Group companies and are designed to complement the Personnel Regulation, Policies and Procedures of the company referring to the general duties of the Employees.

2. GENERAL PRINCIPLES

The Policy constitutes a means of ensuring the integrity, internal governance and reputation of the Bank and of the Group companies. It contributes to the identification of risks and to the adoption of the appropriate corrective measures, including but not limited to, enhancing the Internal Control System, detecting in advance incidents of fraud or other serious offences, applying the appropriate measures to liable parties and, when required, notifying the competent Authorities, as the case may be.

Ensuring an environment of trust and safety for their Employees, Customers and Suppliers, the Bank and the Group companies encourage reporting in good faith of illegal acts or serious offences, which come to their attention.

An inviolable principle of the Policy is to protect anonymity and confidentiality of the personal data of Whistleblowers and, in case they are Employees of the Bank or of the Group companies, to safeguard that their professional evaluations are and will be performed impartially.

No promise of whistleblower award can be given, given that reports are submitted both in the context of complying with and adhering to the relevant applicable institutional and regulatory framework (Bank of Greece Governor's Act 2577/9.3.2006, Directive (EU) 2019/1937 of the European Parliament and of the Council "on the protection of persons who report breaches of Union law") and in order to protect the interests of the Bank, the Group companies and other stakeholders.

The whistleblowing procedure aims at strengthening transparency, which encourages the reporting of incidents that give rise to violations of the Procedures and Policies of the Bank and of the Group companies as well as the reporting of incidents of fraud, corruption, coercion or other violations.

3. WHISTLEBLOWING REPORTS' SCOPE

Reports shall be submitted on condition of faithful and reasonable belief that an offence or misdeed has been or may be committed. The Employees, Customers and Suppliers of the Bank and the Group companies are encouraged to report offences, cases of suspected illegal behaviour, mismanagement incidents, or serious omissions with respect to the Regulations, Policies and Procedures as well as to financial reporting and the preparation of the consolidated Financial Statements. Cases that should be reported include:

- Acts involving gross negligence, potential fraud or corruption.
- Breaches of the applicable legal and regulatory framework, with the exception of legal framework referring to (a) the protection of classified information; (b) the protection of legal and medical professional privilege; (c) the secrecy of judicial deliberations; (d) rules on criminal procedure.
- Acts affecting the purpose and reputation of the Bank and the Group companies.
- Acts conflicting with the interests of the Bank and the Group companies, including potential breach of the principles stipulated in the Policy for the Prevention of Conflict of Interests.
- Serious violations of Policies and Procedures,
- Serious irregularities or violations pertaining to the provision of all banking services and products, as well as those of investment services or the engagement in investment activities.
- Acts that arguably offend ethical behaviour of the Bank and the Group companies, as described in the Group Code of Ethics.
- Acts that endanger the health and safety of Employees.
- Breaches of Anti-Bribery and Corruption Policy provisions.

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- Acts harmful to the environment.
- Breaches of the Market Abuse Prevention Policy with regards to insider dealing, unlawful disclosure of inside information and market manipulation.
- Breaches of anti-money laundering processes.
- Breaches of confidentiality and personal data protection.
- All kinds of harassment (e.g. sexual, racial, religious, gender identity etc.), as well as abuse of power.

Customer complaints pertaining to the quality of services provided for by the Group Companies are managed by the competent Customer Service Units and are not under the scope of this Policy.

4. SAFEGUARDING ANONYMITY

Reports can be submitted by telephone, in writing, or via e-mail. Upon request of the Whistleblower, reports can be delivered by means of a physical meeting between the Whistleblower and the Chair or the Secretary of the Committee.

In all cases, acting in good faith over the legitimacy of a report is a prerequisite. Whistleblowers shall be protected against retaliation or reprisal actions, on the following grounds:

- The identity of the Whistleblower, should they have opted not to be anonymous, shall be protected and confidentiality shall be ensured.
- Submitted reports are communicated only to predefined persons, the number of which is narrowed to those responsible for carrying the investigation and are entitled to act in discretion and confidentiality. By respecting the above would also result in protecting the identity of the reported persons.

The Bank and the Group companies ensure that the Whistleblower is properly protected against possible negative consequences, such as threats or attempts of retaliation, or discrimination or any other form of unfair treatment. In particular, when the Report refers to a superordinate of the Reported Person and the superordinate proposes the dismissal of the Reported Person, said proposal is assessed by a Division Manager distinct from the one who evaluates the Reported Person.

The Bank and the Group companies ensure that Reported Persons are fully protected against potential negative impact, in such cases where the assessment of the report does not reveal a Policy breach. Even when the investigation decides upon a justified violation and measures have been taken against the Reported Persons, their protection is ensured against involuntary negative effects, irrespective of potential sanctions imposed by the competent bodies.

Revealing the identity of the Whistleblower may be required by a judicial or other legal procedure in the context of investigating the corresponding case. In particular, the Whistleblower shall be informed before their identity is disclosed, unless such information would jeopardise the related investigations or judicial proceedings. When informing the Whistleblower, the Company shall provide an explanation for sharing the confidential data concerned.

The Group companies take all necessary technical and organizational measures to protect personal data. Any processing of personal data under this Policy is carried out in accordance with relevant national and European regulation. Personal data of the parties involved is protected and is processed for the sole purpose of verifying their validity. The Group Compliance Division retains in electronic format, a file, with the necessary security specifications, which includes all submitted reports, as well as the corresponding documentation.

II. THE COMMITTEE AND PROCESSES

1. GOVERNANCE

When a Group company has established a Whistleblowing Committee, said Committee is responsible for assessing and handling reports and proposing measures it deems necessary. All other reports submitted to Group companies that have not set up a Whistleblowing Committee, are handled by the Group Whistleblowing Committee.

The Whistleblowing Committee comprises of the following Members:

Chairman: The Head of Compliance
Members: The Head of Internal Audit
The Head of Human Resources
The designated Manager of Legal Services

The Chair assigns a member of the Compliance function as secretary of the Committee.

The Whistleblowing Committee convenes bi-monthly, or earlier if this is deemed necessary, upon invitation of the Chair. When discussing or assessing reports, the Committee may seek the participation or the assistance of a member of the Management, or of any other employee, as the case may be.

The Committee is deemed in quorum when at least three of its Members are present. Decisions are taken unanimously. When an unanimous decision cannot be reached, the case is escalated to the Audit Committee.

When a report refers to a member of the Whistleblowing Committee or when a member of the Whistleblowing Committee has a conflict of interest corresponding to the report under examination, said member shall abstain from the discussion and the voting.

The secretary of the Whistleblowing Committee keeps records of the outcome of investigations the latter has undertaken over the reports submitted.

On a quarterly basis, the Chair of the Whistleblowing Committee prepares an activity report to apprise the Audit Committee for the reports received and handled during the reported period. The Audit Committee is in any case informed on a timely basis of any significant event.

The Group Whistleblowing Committee is apprised of all reports submitted to the Group companies. Respective reporting is submitted by the Head of Compliance of the company, under its role as chair of the company's committee, and includes a brief description and an evaluation of the cases presented and the actions taken, if any.

The Whistleblowing Committee may handle issues that have arisen outside the scope of the Policy, in the rare case where they exhibit features that refer to the need for independent handling. Such cases may be initiated, *inter alia*, through the complaints' management process, following requests of the Regulatory Authorities or through the grievances of Customers, Suppliers and Employees via various communication channels.

2. RECEIVING REPORTS

In order to facilitate the proper examination and assessment of the submitted reports, the whistleblowers are encouraged to provide all available information, including the facts giving rise to the suspicion/concern related with the report, indicating the date and nature of the event, the name(s) of the person(s) involved as well as potential witnesses, or other evidences, including documents and locations.

Reports can either be submitted via phone to the following dedicated number: +30 210 326 2480, or via e-mail at whistleblowing@alpha.gr, or by post to the Whistleblowing Committee (11, Sophocleous Street, GR-105 59 Athens, Greece), for the attention of the Group Compliance Officer. The aforementioned channels operate exclusively for receiving reports and are available 24 hours a day/seven days a week. Reports submitted via phone are to be answered by voicemail and are recorded and submitted to the Whistleblowing Committee, by the Group Compliance Officer or the secretary of the Whistleblowing Committee.

Upon request of the Whistleblower, the report may also be submitted by means of a physical meeting with a member and the secretary of the Committee. In such a case, the Committee ensures that, subject to the consent of the Whistleblower, the conversation is recorded in a durable and retrievable form.

3. HANDLING REPORTS

The procedure for handling whistleblowing reports includes the following steps:

- When a report is submitted to the Whistleblowing Committee, the latter shall resolve on whether the report indicates irregularities, omissions or offences. In such a case, the Committee shall refer the report to the competent Unit(s) of the Group Company to proceed with any further necessary actions, or to the Internal Audit Unit to perform an investigation. Subsequently, the Committee resolves on whether to close the case or to inform the Management of the Group company for the identified violations.
- When an Employee has been found violating the Group's Internal Regulations, Policies and Procedures, the Whistleblowing Committee escalates the case for the purpose of deciding upon the imposition of measures, as follows:
 - i. To the Board of Directors, with the support and recommendations of the Audit Committee, when the reported person is a member of the Executive Committee
 - ii. To the Executive Committee when the reported person is an Executive General Manager, a Senior Manager or a Manager
 - iii. To the Human Resources Division, in any other case.
- The Committee assigns one of its members or the secretary to follow up on the reports, to communicate with the Whistleblower, and, if deemed necessary, to request further information and update on the progress of their report.
- In case the report has been submitted on an eponymous basis, the assigned representative of the Committee acknowledges receipt of the report within seven (7) days following its submission.
- Upon completion of the case, the assigned person informs the Whistleblower of the decision taken on their report. A case shall be regarded as complete when a final decision has been resolved by the Committee when its decision is to close the case, or, in any other case, when actions by the competent Unit of the Bank have been concluded. The feedback to the Whistleblower shall be provided no later than three months following the completion of the case.

Access to whistleblowing data is restricted to the Employees on a "need to know" basis and only for whistleblowing management purposes.

III. FINAL PROVISIONS – ADOPTION, REVIEW AND UPDATE

Under the responsibility of the Compliance Unit, the Whistleblowing Policy shall be communicated to Employees and posted on the Group's company website in a separate, easily identifiable and accessible section. Information shall include the procedures applicable for reporting a case, including the template and the manner in which the Group company may request the Whistleblower to clarify elements of the report, or to provide additional information, the timeframe for providing feedback and the type and content of such feedback, as well as the nature of the follow-up over the reports.

The Group Compliance Division is responsible for the evaluation and annual review of the Policy and, if deemed necessary, proposes amendments to the Audit Committee, in order to recognise changes of the respective regulatory framework and continually improve operational efficiency and effectiveness.