



**Resolutions
of the Extraordinary General Meeting
of Shareholders of Alpha Services and Holdings S.A. on 15.6.2021**

The Extraordinary General Meeting of Shareholders of Alpha Services and Holdings S.A. (the "Company") was held on 15.6.2021 at 10:00. With regard to the sole item of the Agenda, 2,271 Shareholders, representing 885,921,816 common, dematerialized shares, with voting rights, out of a total of 1,545,981,097 common, dematerialized shares, with voting rights, including those issued in favor of the Hellenic Financial Stability Fund (the HFSF) (article 7a par. 3 of law 3864/2010, as in force), namely 57.30% of the voting share capital of the Company, participated therein, in person or by proxy.

Sole Item: Increase of the share capital of the Company, in accordance with article 6 of the Company's Articles of Association, through payment in cash and the issuance of new, common, registered, voting, dematerialized shares. Abolition of the preemption rights. Authorization pursuant to article 25 par. 2 of law 4548/2018 to the Board of Directors to determine the offer price of the new shares. Amendment of article 5 (on Share Capital and Share Capital Historical Evolution) of the Articles of Association of the Company. Authorization to the Board of Directors to specify the terms of the share capital increase and offering of the new shares and complete all relevant actions.

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

Having taken into account the Board of Directors special (consolidated) report, dated May 23, 2021, which was prepared in accordance with the provisions of article 9 of law 3016/2002 and article 4.1.3.13.2 of the Athens Exchange Regulation (the "Special Report"), resolved on the following:

1. Approved the raising of common share capital (the "**Share Capital Increase**") amounting to up to Euro 0.8 billion, through payment in cash, the abolition of the preemption rights of existing Shareholders and the issuance of new common, registered, voting, dematerialized shares, each of a nominal value of Euro 0.30 (the "**New Shares**"). The total (final) number of the New Shares will be equal to the quotient of the final amount to be raised through the Share Capital Increase, divided by the offer price of each New Share. No fractions of New Shares shall be issued. Any amount above the nominal value per New Share to be subscribed will be credited to the above par reserve of the Company.
2. Authorized the Board of Directors, pursuant to the provisions of article 25, par. 2 of law 4548/2018, to determine the offer price of the New Shares (the "**Offer Price**"), which cannot be less than the nominal value of Euro 0.30, based on the results of a book-building process to be conducted by a syndicate of international investment banks (the "**Global Coordinators and Bookrunners**").
3. The subscription period for the Share Capital Increase shall be up to four (4) months commencing as of the resolution of the Board of Directors, which shall determine the Offer Price.

4. The New Shares are proposed to be:
 - a) offered in Greece, to retail and qualified investors in the context of an offer to the public (the “**Public Offering**”) within the meaning of article 2, point (d) of Regulation (EU) 2017/1129 of the European Parliament on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the “**Prospectus Regulation**”), the applicable provisions of law 4706/2020 and the implementing decisions of the Board of Directors of the Hellenic Capital Market Commission (the “**HCMC**”) and
 - b) placed outside of Greece, to qualified, institutional and other eligible investors, in the context of a private placement book-building process, in reliance on one or more exemptions from the requirement to publish or passport a prospectus under the Prospectus Regulation and/or other applicable national laws, including in the United States under Rule 144A (the “**Institutional Placement**”) and jointly with the Public Offering the “**Combined Offering**”).
5. The Public Offering and the Institutional Placement will run in parallel. The Board of Directors shall be authorized to determine the split of the Combined Offering between the Public Offering and the Institutional Placement.
6. Existing Shareholders participating in the Institutional Placement or the Public Offering shall be given a priority allocation (the “**Priority Allocation**”), which will be determined by the Board of Directors, taking into account the market conditions, provided the below criteria are complied with:
 - a. Existing Shareholders participating in the Public Offering will be given a Priority Allocation of the New Shares to be allocated in the Public Offering. The Priority Allocation in the Public Offering will be, at least, equal to the existing Shareholders’ percentage of participation in the share capital of the Company (based on the ATHEX CSD electronic records), as at a record date to be determined by the Board of Directors, as such percentage of participation will be increased and adjusted to take into account the aggregated amount of the New Shares offered in the Share Capital Increase, so that at least the same percentage participation in the share capital is retained after the Share Capital Increase;
 - b. Existing Shareholders participating in the Public Offering will not be given any allocation in the Institutional Placement and vice versa;
 - c. The same Priority Allocation will be given over the New Shares, to be placed through the Institutional Placement, to existing Shareholders who are qualified and/or institutional and/or other eligible investors (including the HFSF), participating in the Institutional Placement and
 - d. New Shares not *subscribed* in the Public Offering or the Institutional Placement will be allocated at the discretion of the Board of Directors, taking into account the view of the Global Coordinators and Bookrunners in relation to long-term, “buy and hold” investors.
7. The net amount of the Share Capital Increase (i.e. the total amount of the Share Capital Increase less the issuance expenses) will be applied for the purpose of further enhancing the capital adequacy ratios of the Company and its Group of

Companies, in the context of facilitating the execution of its already announced strategic plan.

8. The application for the admission to trading of the New Shares on the Main Market of the Athens Exchange shall be submitted by the Company after the completion of the Combined Offering and the payment of the subscription funds of the Share Capital Increase. The New Shares shall be entitled to receive dividend for the financial year of 2021 and onwards, subject to all applicable laws.
9. Article 5 “Share Capital and Share Capital Historical Evolution” of the Articles of Incorporation of the Company shall be amended accordingly, in particular par. 1 shall be amended and a new paragraph (q) shall be added at the end of the article.

In case the Share Capital Increase is partially subscribed for, the share capital of the Company will be increased, pursuant to article 28 of law 4548/2018, up to the amount actually subscribed for.

10. Authorized the Board of Directors to complete the missing details in the Articles of Incorporation under amendment above, pursuant to the results of the Share Capital Increase, to determine any other matter of the Share Capital Increase and the Combined Offering of the New Shares within the context of the present Extraordinary General Meeting resolution and to proceed with any necessary action, deed or juridical act for the purposes of implementing the Share Capital Increase, including by:
 - a. Preparing (i) a Prospectus pursuant to the Prospectus Regulation, for the purposes of the Public Offering and admission to listing and trading of the New Shares on the Athens Exchange, and submitting same for approval to the HCMC (ii) an International Offering Memorandum for the purposes of the Institutional Placement, and any other relevant document, presentation, advertisement and/or statement in relation to the Share Capital Increase;
 - b. Submitting any other statement, verification and/or certified copy of minutes to the competent prudential regulator and to the General Commercial Registry (*Γενικό Εμπορικό Μητρώο – Γ.Ε.ΜΗ.*) for the purposes of the approval of the Share Capital Increase; *and*
 - c. Finalizing the terms of the Public Offering and the Institutional Placement, including by determining the split of the Public Offering and the Institutional Placement and by setting the record date in relation to the priority allocation of the New Shares to be allocated through the Public Offering and the Institutional Placement and the terms of such priority allocation.

VALID VOTES: 849,783,909 (95.92%) ABSTENTION: 36,137,907 (4.08%) VOID VOTES: 0 (0.00%)
FOR: 752,108,434 (84.90%)
AGAINST: 97,675,475 (11.02%)
