



**ALPHA  
SERVICES AND HOLDINGS**

**REPORT OF THE INDEPENDENT NON-EXECUTIVE  
MEMBERS OF THE BOARD OF DIRECTORS  
for the year 2022**



July 2023

This document constitutes the joint Report of the Independent Non-Executive Members of the Board of Directors of Alpha Services and Holdings S.A. (hereinafter the “**Company**”) and is submitted to the Annual General Meeting of Shareholders of the Company of 27.7.2023 (hereinafter the “**GM**”), pursuant to article 9 par. 5 of Law 4706/2020.

By means of this Report, the Independent Non-Executive Members confirm their approval of the information included in the Company’s Board of Directors’ Annual Management Report, a special part of which is the Corporate Governance Statement of the Company for the financial year 2022, pursuant to article 152 of Law 4548/2018.

The Independent Non-Executive Members state that during the financial year 2022 they have properly and lawfully discharged their duties pursuant to article 7 of Law 4706/2020 and, in particular (a) they have been monitoring and reviewing the Company’s business strategy as well as its implementation towards the accomplishment of its targets, (b) they have been ensuring the effective oversight of the Executive Members, including the monitoring of their performance, and (c) they have examined and expressed opinions with respect to the proposals submitted by the Executive Members, on the basis of established information.

The Independent Non-Executive Members perform their supervisory duties effectively and, within this context, conduct a thorough examination of the proposals submitted to the Board of Directors (hereinafter the “**BoD**”) and openly express their opinions thereon, taking into account all the information available to the BoD.

During 2022, the Company revised its Articles of Incorporation, the Charter of the Board of Directors, the Charters of the Committees of the Board of Directors (i.e. Audit Committee, Risk Management Committee, Remuneration Committee, Corporate Governance, Sustainability and Nominations Committee) as well as Policies pertaining to corporate governance, in particular, the Suitability and Nomination Policy for the Members of the Board of Directors, the Suitability and Nomination Process for the Members of the Board of Directors, the Policy for the Succession Planning of Senior Executives and Key Function Holders, the Remuneration Policy for Alpha Services and Holdings and its Group, along with its Annexes, 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 drafted the Policy and Process for the Succession Planning of Non-Executive and Independent Non-Executive Members of the Board of Directors, which was discussed and approved by the Board of Directors of the Company at the meeting of January 2023.

During 2022, the GM elected the new BoD with a four-year tenure, following the assessment of individual and collective suitability and the fulfillment of independence criteria. At the time this Report is being drafted, the Company’s Board of Directors consists of thirteen (13) Members, ensuring an appropriate combination of Executive, Non-Executive and Independent Non-Executive Members.

The Corporate Governance, Sustainability and Nominations Committee (hereinafter the “**CGSNC**”) determined that each Member of the BoD is adequately qualified, in terms of knowledge and skills, including the academic and professional qualifications to perform the duties assigned to him/her, professional experience, the absence of any obstacles or incompatibilities in his/her face in relation to his/her election, honesty and integrity, good reputation as well as sufficient time to perform his/her duties. In addition, it was confirmed by the CGSNC that the BoD is highly diverse, including Members from different nationalities and backgrounds, and collectively suitable, while its composition reflects the knowledge, skills and experience required to perform its duties. The Members of the BoD have the necessary skills to present their views and the BoD collectively has adequate knowledge in all the areas in which the Company is active.

The Company demonstrates a clear division of responsibilities between the BoD and the Executive Management. The Non-Executive Members of the BoD do not have within their remit any

executive responsibilities regarding the management of the Company, apart from the general duties stemming from their capacity as BoD Members, and have been entrusted with the role of carrying out systematic supervision and monitoring of the Management's decision-making process. In particular, the Non-Executive Members of the BoD (including the Independent Non-Executive Members), in the context of discharging their duties in the BoD, are entrusted, among others, with the following responsibilities:

- a) Monitoring and assessing the Company's strategy and its implementation as well as the fulfillment of the Company's objectives;
- b) Participating fully in the work of the BoD and its Committees so that the Board may discharge all of its responsibilities;
- c) Ensuring the efficient supervision of the Executive Management, including monitoring its objectives and performance;
- d) Examining the proposals submitted by the Executive Members, based on existing information, and expressing their opinion thereon;
- e) Ensuring and periodically assessing the effectiveness of the internal governance framework and taking appropriate steps to address any identified deficiencies;
- f) Monitoring that the risk culture is implemented consistently;
- g) Overseeing the integrity of financial and non-financial information and reporting;
- h) Overseeing the internal control framework, including an effective and sound risk management framework;
- i) Ensuring that the Heads of the Internal Control functions are able to act independently and that, regardless of the responsibility to report to other internal bodies, business lines or units, they can raise concerns and warn the Non-Executive Members directly, where necessary, when adverse risk developments affect or may affect the Company;
- j) Overseeing compliance with the Code of Ethics or similar and effective policies to identify, manage and mitigate actual and potential conflicts of interest;
- k) Meeting annually or more frequently, as required (without the presence of Executive Members), under the chairmanship of the Chair, to exchange views on any matter that they deem pertinent and to assess the overall performance of the Company's executive leadership team on a collective and individual basis;
- l) Reviewing and approving the Remuneration Policy, ensuring the alignment of the remuneration of Senior Executives with the long-term interests of the Company and its Shareholders as well as reviewing and approving the Benefits Policy, with the support of the Remuneration Committee;
- m) Determining and overseeing the remuneration of the Members of the BoD, etc.

During 2022, the Non-Executive Members of the BoD held seven (7) meetings without the presence of the Executive Members of the BoD, well above the minimum requirement, in order to discuss the following issues:

<b>Agenda items</b>
Remuneration Policy for Alpha Services and Holdings and its Group.
Group Benefits and Corporate Expenses Policy.
Annual Remuneration of the Non-Executive Members of the BoD for the financial year 2022.
Material Risk Takers (MRTs) list for the year 2021 at Group level.
Annual performance evaluation of the Senior Executives and Key Function Holders for the year 2021.
Report of the Independent Non-Executive Members, as per the provisions of Law 4706/2020.
Collective evaluation of the Board of Directors for the year 2021.
Discussion on Strategy.

The average participation rate of the Non-Executive Members of the BoD in the meetings stood at 94%.

In addition, it should be noted that all four (4) Committees of the BoD, i.e. Audit Committee, Risk Management Committee, Remuneration Committee, Corporate Governance, Sustainability and Nominations Committee, are chaired by Independent Non-Executive Members (and the majority of their Members are also Independent Non-Executive Members) who support effectively the Chair in the execution of his/her duties and responsibilities. Through their participation in the BoD and its Committees, the Independent Non-Executive Members have consistently demonstrated their ability to act with independence of mind, promoting transparency and devoting sufficient time to the effective performance of their duties, acting in the best interest of all stakeholders.

With the support of the CGSNC, the BoD annually assesses its effectiveness and that of its Committees. From time to time and at least once every three years, the BoD may appoint external consultants to facilitate a more in-depth review of its effectiveness. The collective evaluation of the Members of the BoD and its Committees for the year 2021 was conducted by Nestor Advisors Limited, a London-based corporate governance consulting firm, with the assistance of the CGSNC. The Individual Evaluation of the Members of the BoD for the year 2021 was conducted by the Chair of the BoD.

During 2022, further to the aforementioned evaluation of the BoD, an assessment of the Board Members' collective suitability in terms of knowledge, skills and experience, based on the Joint ESMA/EBA "Guidelines on the assessment of the suitability of members of the management body and key function holders" (hereinafter the "**Joint 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 BoD conducted an Individual Self-Assessment based on the criteria listed in the Joint ESMA/EBA Guidelines. The Chair of the BoD completed the Collective Suitability Matrix of the Joint 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. Based on the approved Collective Suitability Matrix (EBA Matrix), the BoD resolved that it would benefit from diverse candidates, further Greek market expertise, experience in IT, Digital and accounting/auditing as well as Human Resources and Environmental, Social and Governance (ESG) skills and knowledge and/or experience.

**Athens, July 5, 2023**

**The Independent Non-Executive Members  
of ALPHA SERVICES AND HOLDINGS S.A.**