OFFERING CIRCULAR

ALPHA BANK S.A.

(*incorporated with limited liability in the Hellenic Republic*)

€500,000,000 Fixed Rate Reset Senior Preferred Notes due 2028

Issue Price: 99.376 per cent.

The €500,000,000 Fixed Rate Reset Senior Preferred Notes due 2028 (the "**Notes**") are issued by Alpha Bank S.A. (the "**Issuer**" or the "**Bank**").

Application has been made to the Luxembourg Stock Exchange for the Notes to be admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange and to be listed on the Official List of the Luxembourg Stock Exchange. This Offering Circular constitutes a prospectus for the purpose of Part IV of the Luxembourg law on prospectuses for securities dated 16 July 2019. References in this Offering Circular to the Notes being "listed" (and all related references) shall mean that the Notes have been admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and have been admitted to the Official List of the Luxembourg Stock Exchange. The Luxembourg Stock Exchange's Euro MTF market is neither a regulated market for the purposes of Directive 2014/65/EU (as amended, "**MiFID II**") nor a UK regulated market for the purposes of Regulation (EU) No 600/2014 on markets in financial instruments as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ("**UK MiFIR**").

References herein to the "**Conditions**" shall be construed as references to the Terms and Conditions of the Notes and references to a numbered "**Condition**" shall be construed accordingly**.**

The Notes bear interest on their outstanding principal amount: (i) from (and including) 23 September 2021 (the "**Interest Commencement Date**") to (but excluding) 23 March 2027 (the "**Reset Date**") at the rate of 2.500 per cent. per annum (the "**Initial Rate of Interest**"); and (ii) from (and including) the Reset Date to (but excluding) 23 March 2028 (the "**Maturity Date**") at the rate per annum equal to the Reset Rate of Interest (as defined in the Conditions). Interest on the Notes will be payable in arrear on 23 March in each year (each an "**Interest Payment Date**") from (and including) 23 March 2022 (short first interest period) to (and including) the Maturity Date.

Unless earlier redeemed or repurchased and cancelled, in each case in accordance with and subject to the Conditions, the Issuer shall redeem the Notes on the Maturity Date. The Issuer will have the right, subject to satisfaction of the relevant conditions, to redeem the Notes in whole, but not in part, on the Reset Date at their principal amount together with unpaid interest accrued to (but excluding) the date of redemption. The Issuer may also, subject to satisfaction of the relevant conditions, redeem the Notes for tax reasons or upon the occurrence of an MREL Disqualification Event (as defined and further described in the Conditions) and may, in certain circumstances and subject to satisfaction of the relevant conditions, vary the terms of, or substitute, the Notes as further described in the Conditions.

The Notes and the relative Coupons (as defined in the Conditions) constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer which will at all times rank: (i) *pari passu* without any preference among themselves; (ii) at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for such obligations as may be preferred (with a higher ranking) by mandatory provisions of applicable law in terms of ranking compared to the Notes); and (iii) in priority to any present and future claims in respect of any obligations of the Issuer which rank or are expressed to rank junior to the Notes including (without limitation) in respect of (I) any Senior Non-Preferred Liabilities (as defined in the

Conditions), (II) all present and future subordinated obligations of the Issuer and (III) the share capital of the Issuer, all as further described in the Conditions.

The Notes are in bearer form and will initially be represented by a temporary global Note which will be deposited on or around 23 September 2021 (the "**Issue Date**") with a common depositary on behalf of Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**") and which will be exchangeable for a permanent global Note upon certification as to non-U.S. beneficial ownership as required by U.S. Treasury regulations. The permanent global Note is only exchangeable (in whole but not in part) for definitive Notes following the occurrence of an Exchange Event (as defined on page 65), all as further described in "*Form of the Notes and Summary of Provisions Relating to the Notes While in Global Form*" below.

An investment in the Notes involves risks. For a discussion of certain of these risks see "*Risk Factors*".

The Issuer has been rated B+ by S&P Global Ratings Europe Limited ("**S&P**"), Caa1 by Moody's Investors Service Cyprus Limited ("**Moody's**") and CCC+ by Fitch Ratings Ireland Limited ("**Fitch**"). The Notes are expected to be rated B+ by S&P and Caa1 by Moody's.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Joint Lead Managers

BNP Paribas **BofA Securities**

Citigroup **Commerzbank**

Morgan Stanley

Co-Manager

Alpha Finance

The date of this Offering Circular is 21 September 2021.

IMPORTANT INFORMATION

The Issuer accepts responsibility for the information contained in this Offering Circular. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Offering Circular is in accordance with the facts and does not omit anything which in the context of the issuance and offering of the Notes would be misleading and affect the import of such information.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "*Documents Incorporated by Reference*" below). This Offering Circular shall be read and construed on the basis that such documents are incorporated into and form part of this Offering Circular.

Other than in relation to the documents which are deemed to be incorporated by reference (see "*Documents Incorporated by Reference*" below), the information on the websites to which this Offering Circular refers does not form part of this Offering Circular.

The Managers (as defined in "*Subscription and Sale*" below) have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Managers as to the accuracy or completeness of the information contained in this Offering Circular or any other information provided by the Issuer in connection with the Notes or their distribution.

Certain of the Managers and their respective affiliates (including their parent companies) have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may provide services to, the Issuer and its affiliates in the ordinary course of business. In addition, in the ordinary course of their business activities, the Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or the Issuer's affiliates. Certain of the Managers or their respective affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Managers and their respective affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such short positions could adversely affect future trading prices of the Notes. The Managers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. For the avoidance of doubt, the term "affiliates" also includes parent companies.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other information provided in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any Manager.

Neither this Offering Circular nor any other information supplied in connection with the Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation or as constituting an invitation or offer by the Issuer or any Manager that any recipient of this Offering Circular or any other information supplied in connection with the Notes should purchase the Notes. Each investor contemplating purchasing the Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Offering Circular nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer or any Manager to any person to subscribe for or to purchase the Notes.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of the Notes shall in any circumstances imply that the information contained in this Offering Circular concerning the Issuer is correct at any time subsequent to its date or that any other information supplied in connection with the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Managers expressly do not undertake to review the financial condition or affairs of the Issuer or to advise any investor in the Notes of any information coming to their attention.

IMPORTANT – EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

IMPORTANT – UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

NOTIFICATION UNDER SECTION 309B(1) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE "SFA") – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the SFA, the Issuer has determined, and hereby notifies all persons, including all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in Monetary Authority of Singapore ("**MAS**") Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

NOTICE TO INVESTORS IN CANADA – Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Offering Circular (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's

province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

An investment in the Notes is not an equivalent to an investment in a bank deposit. Although an investment in Notes may give rise to higher yields than a bank deposit placed with the Issuer or with any other investment firm in the Group (as defined below), an investment in the Notes carries risks which are very different from the risk profile of such a deposit. The Notes are expected to have greater liquidity than a bank deposit since bank deposits are generally not transferable. However, the Notes may have no established trading market when issued, and one may never develop.

Investments in the Notes do not benefit from any protection provided pursuant to Directive 2014/49/EU of the European Parliament and of the Council on deposit guarantee schemes or any national implementing measures implementing this Directive in any jurisdiction. Therefore, if the Issuer becomes insolvent or defaults on its obligations, investors investing in the Notes in a worst case scenario could lose their entire investment.

IMPORTANT INFORMATION RELATING TO THE USE OF THIS OFFERING CIRCULAR AND THE OFFER OF THE NOTES

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy the Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of the Notes may be restricted by law in certain jurisdictions. None of the Issuer or the Managers represents that this Offering Circular may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular no action has been taken by the Issuer or any of the Managers which is intended to permit a public offering of the Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published, in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or the Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of the Notes. For details of certain restrictions on the distribution of this Offering Circular and the offer or sale of the Notes in the United States, the United Kingdom, the EEA (including Greece and Italy) and Singapore, see "*Subscription and Sale*" below.

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

- has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;
- has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- has sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes where the currency for principal or interest payments is different from the potential investor's currency;
- understands thoroughly the terms of the Notes and is familiar with the behaviour of financial markets; and

- is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Notes are legal investments for it, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (see "*Subscription and Sale*").

This Offering Circular shall only be used for the purposes for which it has been published.

PRESENTATION OF CERTAIN FINANCIAL AND OTHER INFORMATION

Unless otherwise specified herein, all references in this Offering Circular to the "**Group**" are to Alpha Services and Holdings S.A. ("**Alpha Holdings**") and its subsidiaries and subsidiary undertakings from time to time except that, in the following sections, references to the "**Group**" are to the Issuer and its subsidiaries and subsidiary undertakings from time to time:

- "*General Description of the Notes*"
- "*Terms and Conditions of the Notes*"
- "*Use of Proceeds*"

Following the Hive Down (as described in "*The Group – Hive Down*" and as defined below), Alpha Holdings became the holding company of the Group and the Issuer was incorporated and registered in the Hellenic Republic as the operating company of the Group. Alpha Holdings is the parent of the Issuer and owns all of its shares.

All references in this Offering Circular to the Issuer (or the Bank) and Alpha Holdings should be read and construed in accordance with the Hive Down. Accordingly, references in this Offering Circular to the Issuer (or the Bank) or to Alpha Holdings in relation to events or actions that took place prior to the completion of the Hive Down are references to Alpha Bank S.A. (as that company existed and operated at the relevant time).

The Issuer was incorporated on 16 April 2021 in connection with the Hive Down. Accordingly, limited financial information is available in respect of the Issuer and the first audited financial statements relating to the Issuer will be prepared for the financial year ending 31 December 2021. Investors are referred to the sections entitled "*Corporate Transformation – Hive Down*" in the notes to the reviewed interim consolidated financial statements of Alpha Holdings for the six months ended 30 June 2021 (which separately include: (i) the standalone and consolidated statements of the financial position of the Issuer as at each of 16 April 2021 and 30 June 2021; and (ii) the standalone and consolidated profit and loss statements of the Issuer covering the period from 16 April 2021 to 30 June 2021), as incorporated by reference in this Offering Circular (see "*Documents Incorporated by Reference*"), which set out in detail the accounting treatment of the Hive Down and its impact on the financial position of each of Alpha Holdings and the Issuer.

All references in this Offering Circular to:

- the "**2019 Strategic Plan**" are to the strategic plan of Alpha Holdings approved and announced by the Board of Directors of Alpha Holdings in November 2019; and

- the "**Updated Strategic Plan**" are to the updated strategic plan of Alpha Holdings and the Issuer approved and announced by the Board of Directors of Alpha Holdings on 24 May 2021.

All references in this Offering Circular to "**€**", "**euro**", "**Euro**" and "**EUR**" are to the single currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

All references in this Offering Circular to "**Greece**" or to the "**Greek state**" are to the Hellenic Republic.

In this Offering Circular, unless the contrary intention appears, a reference to a law or provision of a law is a reference to that law or provision as extended, amended or re-enacted.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Some statements in this Offering Circular may be deemed to be forward looking statements. Forward looking statements include statements concerning the Issuer's plans, objectives, goals, strategies, future operations and performance and the assumptions underlying these forward looking statements. When used in this Offering Circular, the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "aims", "seeks", "may", "will", "should" and any similar expressions generally identify forward looking statements. The Issuer has based these forward looking statements on the current view of its management with respect to future events and financial performance. Although the Issuer believes that the expectations, estimates and projections reflected in its forward looking statements are reasonable as of the date of this Offering Circular, if one or more of the risks or uncertainties materialises, including those identified below or which the Issuer has otherwise identified in this Offering Circular, or if any of the Issuer's underlying assumptions proves to be incomplete or inaccurate, the Issuer's actual results of operation may vary from those expected, estimated or predicted.

The risks and uncertainties referred to above include (but are not limited to):

- the Group's ability to achieve and manage the growth of its business;
- the performance of the markets in Greece and the wider region in which the Group operates;
- the Group's ability to realise the benefits it expects from existing and future projects and investments it is undertaking or plans to or may undertake including, without limitation, the Group's ability to meet any of the targets set out in its Updated Strategic Plan in whole or in part or otherwise that the Updated Strategic Plan will be implemented in whole or in part;
- the Group's ability to obtain external financing or maintain sufficient capital to fund its existing and future investments and projects; and
- changes in political, social, legal or economic conditions in the markets in which the Group and its customers operate.

Any forward looking statements contained in this Offering Circular speak only as at the date of this Offering Circular. Without prejudice to any requirements under applicable laws and regulations, the Issuer expressly disclaims any obligation or undertaking to disseminate after the date of this Offering Circular any updates or revisions to any forward looking statements contained in it to reflect any change in expectations or any change in events, conditions or circumstances on which any such forward looking statement is based.

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STABILISATION

In connection with the issue of the Notes, Citigroup Global Markets Europe AG (the "Stabilisation Manager") (or persons acting on behalf of the Stabilisation Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the Issue Date and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the Stabilisation Manager (or persons acting on behalf of the Stabilisation Manager) in accordance with all applicable laws and rules.

RISK FACTORS

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Notes. Most of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes but the inability of the Issuer to pay interest, principal or other amounts on or in connection with the Notes may occur for other unknown reasons. Prospective investors should also read the detailed information set out elsewhere in this Offering Circular and reach their own views prior to making any investment decision.

THE PURCHASE OF THE NOTES MAY INVOLVE SUBSTANTIAL RISKS AND MAY BE SUITABLE ONLY FOR INVESTORS WHO HAVE THE KNOWLEDGE AND EXPERIENCE IN FINANCIAL AND BUSINESS MATTERS NECESSARY TO ENABLE THEM TO EVALUATE THE RISKS AND THE MERITS OF AN INVESTMENT IN THE NOTES. PRIOR TO MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS SHOULD CONSIDER CAREFULLY, IN LIGHT OF THEIR OWN FINANCIAL CIRCUMSTANCES AND INVESTMENT OBJECTIVES, ALL THE INFORMATION SET FORTH IN THIS OFFERING CIRCULAR AND, IN PARTICULAR, THE CONSIDERATIONS SET FORTH BELOW. PROSPECTIVE INVESTORS SHOULD MAKE SUCH ENQUIRIES AS THEY DEEM NECESSARY WITHOUT RELYING ON THE ISSUER OR ANY MANAGER.

INVESTING IN THE NOTES INVOLVES A HIGH DEGREE OF RISK AND POTENTIAL INVESTORS SHOULD BE PREPARED TO SUSTAIN A LOSS OF ALL OR PART OF THEIR INVESTMENT IN THE NOTES.

Prospective investors should read the entire Offering Circular. Words and expressions defined in the "*Terms and Conditions of the Notes*" below or elsewhere in this Offering Circular have the same meanings in this section. Investing in the Notes involves certain risks. Prospective investors should consider, among other things, the following:

FACTORS THAT MAY AFFECT THE BANK'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES

Risks relating to macroeconomic and financial developments in the Hellenic Republic

Uncertainty resulting from the Hellenic Republic's financial and economic crisis has had and is likely to continue to have a significant adverse impact on the Group's business, financial condition, results of operations and prospects.

The Group's business is heavily dependent on the macroeconomic and political conditions in Greece. As of 30 June 2021, 87 per cent. of the Group's total net loans and advances to customers and 87 per cent. of net interest income were derived from operations in Greece and, as of 30 June 2021 exposure to Greek government securities and derivative financial assets less derivative financial liabilities to the Greek public sector amounted to €6.6 billion.

Greece experienced an unprecedented financial crisis from 2008 to 2016. During this period, the Hellenic Republic faced significant pressure on its public finances and received financial assistance under consecutive stabilisation programmes sponsored by the International Monetary Fund ("**IMF**"), the European Union ("**EU**"), the European Central Bank ("**ECB**") and the European Stability Mechanism ("**ESM**"). The last financial

assistance and stabilisation programme was agreed in August 2015 and was completed in August 2018 (the "**ESM Programme**"). In accordance with these programmes, the Hellenic Republic committed to certain substantial structural measures intended to restore competitiveness and promote economic growth in the country.

In August 2018, the Hellenic Republic concluded the ESM Programme with a successful exit and no fourth stabilisation programme was imposed. Nevertheless, as part of the post-stabilisation programme period, the Hellenic Republic has made specific policy commitments to complete key structural reforms initiated under the ESM Programme within agreed deadlines and has made a general commitment to continue to implement all key reforms adopted under the ESM Programme. Progress on the implementation of such reforms, as well as the economic developments and policies in Greece, are monitored under an enhanced surveillance framework in accordance with Regulation (EU) No 472/2013.

According to the Eurostat data, published in March 2021, the Greek economy contracted by 8.2 per cent. in 2020, as economic activity was adversely affected by measures designed to constrain the spread of the COVID-19 pandemic. The European Commission in its 2021 Spring Forecast estimated that real gross domestic product ("**GDP**") in Greece would grow by 4.1 per cent. in 2021. Private consumption is expected to strengthen, and the gradual reopening of the tourism sector is expected to support net exports, while economic activity in the second half of the year is also expected to increase as a result of the implementation of the projects presented in Greece's proposal on the EU Recovery and Resilience Facility (the "**RRF**"). Further, according to the Hellenic Statistical Authority, the primary balance reached -6.7 per cent. of GDP in 2020 (*EL.STAT., "The Greek Economy" 27 August 2021*). Apart from the decline in revenues triggered by the recession, the prolongation of economic measures adopted by the authorities to cushion the economic downturn weighed on the result.

The 2021 Draft Budgetary Plan, voted for in the Hellenic Parliament in early December 2020, expects the deficit monitored under enhanced surveillance to reach 3.9 per cent. of GDP in 2021.

Potential delays in the completion of remaining reforms, the funds inflow from the RRF and the rest of the commitments of the Hellenic Republic *vis-à-vis* the Eurogroup could impact the market assessment of the risks surrounding the creditworthiness of the Hellenic Republic and, therefore, create uncertainty regarding its ability to maintain continuous access to market financing. Such a development could, in turn, have a material adverse impact on the Group's liquidity position, business, results of operations, financial condition or prospects.

Moreover, notwithstanding the successful implementation and completion of the ESM Programme, the Greek economy, as impacted by the COVID-19 pandemic, may not achieve the sustained and robust growth that is necessary to ease the financial constraints of the country and improve conditions for foreign direct investment. Further, the Hellenic Republic remains subject to downside risks in view of the very gradual improvement in household disposable income and the vulnerable financial position of a number of business entities. A continued depression in the Greek economy will have a significant material adverse effect on the Group's business, financial condition, results of operations and prospects.

The COVID-19 pandemic has impacted and is expected to further impact the Group's business, its customers, contractual counterparties and employees.

The COVID-19 pandemic is a severe public health emergency for citizens, societies and economies. COVID-19 cases have been detected in all EU member states and most countries globally, imposing a heavy burden on individuals and societies, and putting health care systems under severe strain. In addition to its significant social impacts, the COVID-19 pandemic has led to a major economic shock, causing disruption of global supply chains, volatility in financial markets, falls in consumer demand and negative impact in key sectors like travel and tourism.

Sizeable and swift fiscal, monetary, and regulatory responses (such as the €750 billion Next Generation EU recovery instrument ("**NGEU**") (more than half of which is grant-based)) and a wide range of temporary lifeline

policies were put in place to maintain disposable income for households, protect cash flow for firms, and support credit provision. At the national level, governments have responded with a variety of fiscal counter-measures that include efforts to cushion income losses, incentivise hiring, expand social assistance, guarantee credit, and inject equity into firms.

The global economy is estimated by the IMF in its April 2021 World Economic Outlook Update to have contracted by 3.3 per cent. in 2020, a slightly lower contraction than forecasted in the January 2021 World Economic Outlook Update. Global growth is projected by the July 2021 World Economic Outlook Update (the "**July 2021 WEO Update**") to be 6.0 per cent. in 2021 and 4.9 per cent. in 2022.

The extent of the impact of the COVID-19 pandemic on the Group's business, results of operations, capital, liquidity and prospects will depend on a number of evolving factors, including:

- *The duration, extent and severity of the COVID-19 pandemic, which cannot be predicted with certainty at this time.* This will depend on the availability and uptake of vaccines and improvement of therapies for COVID-19, but also potential mutations of the virus that causes COVID-19, which may affect the efficacy of such vaccines and therapies. Baseline projections in the July 2021 WEO Update assume the possibility of additional waves before vaccines are widely available. Local transmission of the virus is expected to be brought to low levels everywhere by the end of 2022 through a combination of better-targeted precautions and improved access to vaccines and therapies. Since the summer of 2021, there has been broad vaccine availability in advanced economies, while some emerging markets are assumed to get to that point later this year. Most countries are expected to have vaccine access by the second half of 2022.

- *The effect on the Group's borrowers, counterparties, employees and third-party service providers.* The impact of the COVID-19 pandemic is multi-level and uneven on household and business income. The economic consequences of the COVID-19 pandemic have become more visible in terms of employment, lower consumption and lower inflation expectations. These factors are expected to adversely impact corporate and personal borrowers' ability to repay their loans, which could have a material adverse effect on the Group's results of operations, financial condition and/or liquidity. At the same time, the economic measures that the Greek government implemented to temporarily relieve borrowers from their financial burdens may affect borrowers' willingness to repay their loans when due, which could affect the Group’s results of operations, financial condition, and liquidity.

- *The reaction and measures adopted by governments.* According to the Tenth Enhanced Surveillance Framework Report on Greece by the EU, the increase in new coronavirus cases has led the Greek authorities to maintain the personal mobility restrictions and containment measures introduced at the end of 2020 and earlier this year, while starting – more recently – to cautiously reopen the tourism sector to foreign tourists. The government presented additional fiscal policy measures for 2021 and 2022 to buttress economic recovery and private investment. In this context, the Hellenic Development Bank has launched two schemes supporting bank credit. The COVID-19 enterprise guarantee scheme and the interest subsidy scheme ("**TEPIX-II**") operated by the Hellenic Development Bank have resulted in €4.6 billion and €2 billion, respectively, of loan disbursements to corporations and small and medium sized enterprises in 2020, contributing approximately 40 per cent. to the total gross corporate loan flows over the year. The Hellenic Development Bank continues to support credit, not only with measures related to the pandemic but also with new initiatives planned for 2021. The COVID-19 enterprise guarantee fund managed to provide €5.4 billion in loans by the end of March 2021, while the launch of a new call towards small business and professionals is expected to leverage an additional €0.4 billion in new loans. Under TEPIX-II almost €2.6 billion loans had been granted by the end of March 2021. Moreover, discussions are under way to implement additional schemes during the course of the year with a focus on small and medium sized enterprises. The positive impact of these support programmes has bolstered net credit to non-financial corporations, which continued to show

record 12-month growth rates, reaching 10.3 per cent. in February 2021, with higher rates for large corporates than for small and medium-sized enterprises. However, the future phase-out of state support measures may affect banks' capacity to maintain such levels of credit growth in the future. The cost of credit to non-financial corporations remained stable at historically low levels as regards large corporates while small rises were observed for smaller firms, reflecting increased credit risk. If the measures adopted by governments in any jurisdiction in which the Group operates (i) are insufficient to prevent economic disruption, (ii) are not, for any reason, implemented or (iii) are implemented but cannot subsequently be honoured by the relevant government, this could have a material adverse effect on the Group's results of operations, financial condition and/or liquidity.

- *The reaction of the EU to the COVID-19 pandemic.* The ECB's Pandemic Emergency Purchase Programme amounts to approximately €1,850 billion, out of which approximately €37.2 billion will be available for the purchase of Greek public and private sector securities. The European Council's financial package includes the future Multiannual Financial Framework ("**MFF**") and a specific recovery effort under the NGEU. The NGEU fund amounts to €750 billion, out of which approximately €32 billion is available for Greece (provisionally comprising €19.3 billion in grants and €12.7 billion in loans, as per the 2021 Draft Budgetary Plan). The amount for the MFF is €1,100 billion, with approximately €40 billion earmarked for Greece. However, any measures by monetary authorities may be insufficient in the future, which could have a material adverse effect on the Group's results of operations, financial condition and/or liquidity.

If the COVID-19 pandemic is prolonged, worsens or there are further waves of outbreaks, or other diseases emerge that give rise to similar effects, this could have a further adverse impact on the global economy and/or financial markets and, in turn, adversely impact the Group's business, financial results and operations.

Recessionary pressures in Greece have had and may continue to have an adverse effect on the Group's business.

The Group's business activities are dependent on demand for its banking, finance and financial products and services offered, as well as on customers' capacity to repay their obligations, which have been adversely affected by the COVID-19 pandemic. The levels of savings and credit demand are heavily dependent on customer confidence, employment trends and the availability and cost of funding.

During the period between 2008 and 2016 the decline in GDP and protracted recession in Greece resulted in significantly reduced disposable income, spending and debt repayment capacity in the Greek private sector. This led to further increases in non-performing loans ("**NPLs**"), impairment charges on the Group's loans and other financial assets, decreased demand for borrowings in general and increased deposit outflows.

The uncertainty created by the prolonged financial crisis in Greece and doubts as to the ability of the Greek economy to recover resulted in a significant outflow of deposits in the Greek banking sector of approximately €37 billion from 31 December 2014 to 31 December 2015 (Source: *Bank of Greece*).

The Bank's NPL ratio (defined as NPLs divided by gross loans at the end of the relevant reference period) stood at 17 per cent. as of 30 June 2021. The decline in loan portfolios, in combination with a high NPL ratio, may result in decreased net interest income, and this could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Bank of Greece also assesses non-performing exposures ("**NPEs**") based on the European Banking Authority ("**EBA**") standards in order to monitor Greek banks' NPEs. The Bank's NPE ratio amounted to 26 per cent. as of 30 June 2021.

In response to the COVID-19 pandemic, Greek banks, including the Bank, offered payment moratoria to their borrowers, with a temporary prudential flexibility put in place by regulators. According to the data submitted by the Greek systemic banks as of 31 December 2020, €27.6 billion of loans have been covered by the non-

legislative moratoria put in place by servicers and banks for debtors affected by the COVID-19 pandemic. According to the Bank of Greece, the balance of these loans was less than €4 billion as of 31 December 2020 as most of the moratoria had expired (Source: *Bank of Greece*). The moratoria have so far mitigated the impact of the COVID-19 pandemic on the Greek banks' asset quality, as supervisory guidance allowed public and private moratoria announced and applied before 30 September 2020 not to be automatically classified as forbearance measures. As at 31 December 2020, the Bank had implemented a total of €5.5 billion of EBA-compliant moratoria to performing exposures. The expected NPE inflows from moratoria expirations in 2021 are expected to reach €0.8 billion.

The Bank has implemented a troubled assets management plan to reduce NPL/NPE volume. Nevertheless, the implementation of such strategy (as described in more detail under "*Business of the Group – Other Activities – NPE Management*") is affected by a number of external and systemic factors and there is no guarantee such a programme will be effective, especially given the risk of future loan reclassifications to non-performing status (leading to increased provisioning needs and deteriorating asset quality ratios).

Volatile macroeconomic conditions, coupled with low consumer spending and business investment, which may be further exacerbated by the COVID-19 pandemic, may adversely affect the value of assets collateralising secured loans, including houses and other real estate. Such a decline could result in impairment of the value of the Bank's loan assets or an increase in the level of NPLs and NPEs, either of which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Political, geopolitical and economic developments could adversely affect the Group's business and operations.

External factors, including political, geopolitical, and economic developments in the Hellenic Republic and the region may negatively affect the Group's business, operations, and prospects in and outside of Greece. The Group's financial condition and results of operation may be adversely affected by various events outside of its control, including, but not limited to, the following:

- changes in government and economic policies;
- political instability, military conflicts or geopolitical tensions that impact South-Eastern Mediterranean Europe and/or other regions, including tensions between Greece and Turkey;
- changes in the level of interest rates set by the ECB;
- regulations and directives relating to the banking and other sectors; and
- taxation and other political, geopolitical, economic or social risks affecting the Group's business development.

Risks relating to the Group's business

The Group may not be able to reduce its NPE levels in line with its targets or at all, which may materially impact its financial condition, capital adequacy or results of operations.

NPEs represent one of the most significant challenges for the Greek banking system. Based on data from the Greek Ministry of Finance, NPEs of the Greek banks have decreased by 30.0 per cent. compared to December 2020, dropping to €47.4 billion (standalone figure), representing 30.2 per cent. of the total exposures. This percentage is still approximately 10 times higher than the European average. Due to the COVID-19 pandemic, in September 2020, Greek banks submitted to the Bank of Greece updated interim NPE plans to reduce their NPEs and have submitted revised NPE plans for the period up to 2023 in March 2021.

The level and amount of NPEs adversely affects the Bank's net income through credit risk and impairment expenses, recovery strategy costs, other operating expenses and taxes. The Bank intends to accelerate its efforts

to reduce its NPE levels through inorganic NPE disposals, including securitisations, utilisation of the flexibility provided by the Hellenic Asset Protection Scheme, introduced by virtue of Greek Law 4649/2019 (the "**HAPS**"), as well as through additional direct sales of NPEs. The Bank is targeting an NPE ratio in Greece of 13 per cent. by 31 December 2021 and an NPL ratio in Greece of 8 per cent. by the same date. The Bank is targeting a 2 per cent. NPE ratio in Greece by the end of 2024.

In order to reduce its cost of risk and to reduce the amount of NPEs on its balance sheet, the Group announced the 2019 Strategic Plan in November 2019. The main priority and objective of the 2019 Strategic Plan was the improvement of the Group's financial structure through the reduction of its NPEs and cost of risk, which constituted the main factors impacting profitability over the past years, while also aiming to optimise the organisational and capital structure of the Group. The 2019 Strategic Plan entailed, among other things, a securitisation of an NPE portfolio, known as "Galaxy", up to an amount of €10.8 billion (the "**Galaxy Securitisation**") and the transfer of the Bank's business of servicing of NPEs to Cepal Hellas Financial Services Single Member S.A.-Servicing of Receivables from Loans and Credits ("**Cepal Hellas**"), a wholly-owned, licensed servicing company for loan receivables under Greek law 4354/2015.

On 22 February 2021, Alpha Holdings announced that it had reached definitive agreement with funds managed by Davidson Kempner Capital Management LP ("**Davidson Kempner**") for the sale and transfer of 80 per cent. of the shares in the holding company owning Cepal Hellas ("**Cepal Hellas HoldCo**") along with 51 per cent. of the mezzanine and the junior notes issued under the Galaxy Securitisation, which was completed on 18 June 2021. The Q2 2021 results include an aggregate loss of €2.1 billion as a consequence of these events (for more information about the Galaxy Securitisation and the transfer of the Bank's business of servicing of NPEs to Cepal Hellas, see "*The Group – Galaxy Transaction*").

The 2019 Strategic Plan also entailed the demerger of Alpha Holdings by way of hive-down of its banking activities, which include the assets and liabilities related to the exercise of banking business, with the incorporation of the Bank as a new wholly owned subsidiary, pursuant to article 16 of Greek law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of Greek law 4601/2019 and article 145 of Greek law 4261/2014, as in force (the "**Hive Down**"). The Hive Down was completed on 16 April 2021. For more information about the Hive Down, see "*The Group – Hive Down*".

As part of its further capital enhancing actions, and on the back of the successful entering into definitive documentation in relation to the Galaxy Securitisation, the Bank intends, under its Updated Strategic Plan, to further dispose of NPE portfolios with an aggregate gross book value of more than €8.1 billion until the end of 2022. In particular, the Group intends to launch five NPE transactions with total gross book value of €8.1 billion and with an estimated aggregate impact of 1.9 per cent. on its common equity tier 1 ("**CET1**") capital, including (a) an NPE securitisation transaction of gross book value of €3.5 billion, Project Cosmos, for which application will be submitted under the HAPS scheme extension (the "**HAPS 2**"); (b) complete with the rest of the Greek systemic banks a securitisation under Project Solar, for which application will be submitted under the HAPS 2 scheme and in which the Bank's participation shall be €0.4 billion; and (c) three outright sales of NPEs, two in Greece with gross book value of €1.3 billion, Project Orbit and a selected wholesale and leasing receivables disposal of €0.7 billion, and one in Cyprus with gross book value of €2.2 billion, Project Sky.

Nevertheless, the Bank's ability to complete these portfolio securitisations and sales may be negatively impacted by deteriorating market conditions, which could decrease demand for outright NPE portfolio sales or negatively affect the pricing terms in such transactions. In addition, notwithstanding the progress achieved towards the reduction of the Bank's NPE levels to date, the execution of each of the above mentioned transactions aiming at the NPE reduction will be complex and entails certain operational and execution risks, such as the worsening of market conditions, the deterioration in the financial condition of the Bank's borrowers, the satisfaction of applicable conditions for the transfer of the mezzanine notes included in the relevant transaction documents, receipt of necessary approvals from third parties, the most important of which are the approval of significant risk transfer by the Single Supervisory Mechanism ("**SSM**") so that the relevant securitisation transaction is

compliant with the applicable regulatory framework and the approval of the granting of the Greek state guarantee under the HAPS 2 scheme, and other constraints stemming from events beyond the Bank's control, any of which could cause significant interruptions or delays in the implementation of its plans or require it to complete such transactions on less favourable terms (see "*Regulation and Supervision of Banks in Greece – Securitisations – the Hellenic Asset Protection Scheme (HAPS and HAPS 2)*").

Inability to be assigned the required rating by rating agencies may not allow the inclusion in the HAPS 2 scheme, as currently applicable, which may significantly affect the pricing of the relevant transactions. For more details on the legislation governing NPL securitisations under the HAPS scheme, please see "*Regulation and Supervision of Banks in Greece – Securitisations – the Hellenic Asset Protection Scheme (HAPS and HAPS 2)*". If the Bank is not able to benefit from the HAPS 2 scheme, or if it is required to accelerate the reduction of its NPE portfolio to comply with regulatory expectations or recommendations, it may be effectively compelled to increase the number of outright NPE portfolio and individual NPE sales, and this may lead to greater capital losses as a result of the difference between the value at which NPLs are recorded on its balance sheet and the consideration that investors specialised in NPE acquisitions are prepared to offer, or to greater write-down of loans or a requirement to create additional provisions.

Furthermore, notwithstanding the efforts of the Greek government and the EU to address the economic impact of the COVID-19 pandemic, there can be no assurance that the expected improvement in the macroeconomic performance and growth will indeed materialise. Additionally, any potential change in the regulatory framework could result in an increase of future provisions, the need for additional capital, the classification of loans and exposures as "non-performing" and a significant decrease in the Group's revenue, which could materially and adversely affect its financial position, capital adequacy and results of operations.

The Group’s failure to reduce its NPE levels on a timely basis, or in its entirety, or on the terms that it currently expects, could adversely affect its financial condition, capital adequacy and operating results.

The Bank is exposed to the financial performance and creditworthiness of companies and individuals in Greece.

The Bank is one of the four systemic Greek banks. Its business, results of operations and financial condition are significantly exposed to the economic and financial performance, creditworthiness, prospects and economic outlook of companies and individuals in Greece or with a significant economic exposure to the Greek economy. In addition, its business activities depend on the level of customer demand for banking, and financial products and services, as well as customers' capacity to service their obligations or maintain or increase their demand for its services. Customer demand and customers' ability to service their liabilities depend considerably on their overall economic confidence, prospects, employment status, the state of the public finances in Greece, investment and procurement by the central government and municipalities and the general availability of liquidity and funding on reasonable terms.

In an environment that is subject to continuing market turbulence, uncertain macroeconomic conditions and elevated levels of unemployment, combined with decreasing private consumption and corporate investment and the deterioration of credit profiles of corporate and retail borrowers further to the COVID-19 pandemic, the value of the assets which collateralise the loans the Bank has extended, including houses and other immovable property, could be significantly reduced. Such reduction may lead to the reduction in the value of the loans or an increase in loans in arrears. Due to the adverse effect of the COVID-19 pandemic, financial activity levels were dampened in 2020. The Greek economy may not achieve the sustained and robust growth that is necessary to ease the financial constraints of the country and improve conditions for foreign direct investment and the availability of funding from the capital markets. Notwithstanding the recent completion of the Third Economic Adjustment Programme, the Greek economy will continue to be affected by the creditworthiness of commercial counterparties internationally and the repercussions arising from the global economic downturn resulting from the COVID-19 pandemic. The prospect of a severe economic recession, coupled with prolonged market uncertainty and volatility in asset prices, higher unemployment rates, and declining consumer spending and

business investment, could result in substantial impairments in the values of the Bank's loan assets, decreased demand for borrowings, increased deposit outflows and a significant increase in the level of NPEs.

Deteriorating asset valuations resulting from poor market conditions, particularly in relation to developments in the real estate markets, may adversely affect the Bank's future earnings, capital adequacy, financial condition and results of operations.

The global economic slowdown has resulted in an increase in NPEs and changes in the fair values of the Bank's exposures. A substantial portion of the Bank's loans to corporate and individual borrowers is secured by collateral such as real estate, personal guarantees, vessels, term deposits and receivables. In particular, as residential mortgage loans and mortgage-backed loans are one of the Bank's principal assets, it is highly exposed to the Greek real estate market. Real estate property values depend on various factors including, among others, current rental values and occupancy rates, prospective rental growth, lease length, tenant creditworthiness and solvency, together with the nature, location and physical condition of the property concerned, changes in laws and governmental regulations governing real estate usage, zoning and taxes. In addition, real estate markets are typically cyclical in nature, difficult to predict and are affected by the condition of the economy as a whole. These factors, together with the potential for an extended recession and a slower recovery in the Greek economy tied to the COVID-19 pandemic, could have a negative effect on the property market by reducing the ability of property owners to service their debt or decreasing property prices, which, in turn, could affect deposit rates and lender recoveries.

Decreases in the value of collateral to levels lower than the outstanding principal balance of the corresponding loans, the inability to provide additional collateral, the downturn of the Greek economy as a result of the COVID-19 pandemic or the deterioration of the financial conditions in any of the sectors in which the Bank’s debtors conduct business may result in further impairment losses and provisions to cover credit risk.

A decline in the value of collateral could also be caused by the deterioration of the financial conditions in Greece or the other markets in which the provided collateral is located. In addition, the Bank’s failure to recover the expected value of collateral in the case of foreclosure, or its inability to initiate foreclosure proceedings due to applicable legislation or regulation (including protective measures related to the COVID-19 pandemic that may be introduced or reinstated), may expose it to losses, which could have a material adverse effect on its business, results of operations and financial condition.

In addition, an increase in financial markets volatility or adverse changes in the liquidity of its assets could impair its ability to value certain of its assets and exposures. The value ultimately realised by the Bank will depend on the fair value of assets determined at that time, and may be materially different from the current market value. Any decrease in the value of such assets and exposures could require the Bank to recognise additional impairment charges, which could adversely affect its future earnings and its capital adequacy and as a result, its financial condition and results of operations.

The Bank may be unable to implement its cost reduction strategies or transformation plan, and thus fail to reduce its operating expenditures, which may have a material adverse effect on its business, financial position, and results of operations.

As part of its cost savings strategy, the Bank expects a substantial part of its total cost reduction to come from its enhanced operational efficiency and optimization, which will require a reduction in its non-core operating expenditures and the implementation of its transformation plan, which includes, among other things, moving its distribution model to digital channels, digitally transforming the end-to-end lending process in its Retail and Wholesale Banking units, optimising third-party spend and streamlining its cost structure. Although the Bank has developed dedicated teams, including a general management on transformation and a general management on growth and innovation, in order to support the implementation of its transformation plan, such implementation may be delayed or adversely impacted by factors beyond its control, or the positive impact of the transformation plan may be less than anticipated. Inability to implement or to implement in a timely manner

these strategies and achieve its transformation objectives may adversely affect its business, financial position, and results of operations.

The Bank is exposed to credit risk, market risk, operational risk, liquidity risk and litigation risk.

As a result of its activities, the Bank is exposed to a variety of risks. Among the most significant of these risks are credit risk, market risk, operational risk, liquidity risk and litigation risk. For more information on these and other risks facing the Bank's business, see "*Risk Management*". The Bank's failure to effectively manage any of these risks could have a material adverse effect on its business, financial condition, results of operations and prospects.

Credit risk.

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of the Bank's businesses. Its exposure to credit risk mainly arises from corporate and retail credit, various investments, over-the-counter derivative transactions, as well as from the settlement of transactions. The amount of risk associated with such credit exposures depends on various factors, including general economic conditions, market developments, the debtor's financial condition, the amount, type or duration of the relevant exposure and the existence of collateral and guarantees, which the Bank may not be able to assess with accuracy at the time of undertaking the relevant activity. Adverse changes in the credit quality of its borrowers and counterparties or a general deterioration in the Greek, European and global economic conditions, or arising from systemic risks in the financial systems, could affect the recoverability and value of its assets and require an increase in its impairment losses and provisions to cover credit risk.

Market risk.

The most significant market risks that the Bank faces are interest rate, foreign exchange and bond and equity price risks. Changes in interest rate levels, yield curves and spreads may affect the interest rate margin realised between the Bank's lending and borrowing costs. Changes in currency rates affect the value of the Bank's assets and liabilities denominated in foreign currencies and may affect income from foreign exchange dealing. The performance of financial markets may cause changes in the value of the Bank's investment and trading portfolios. Moreover, the Bank does not hedge all of its risk exposure in all market environments or against all types of risk. In addition, the manner in which gains and losses resulting from certain hedges are recorded may result in additional volatility in the Bank's reported earnings. The Bank does not ordinarily hedge the credit exposure on its Greek government bond portfolio or its Greek government treasury bills, nor does it intend to hedge its credit exposure in relation to any senior notes issued under Project Galaxy that received the unconditional and irrevocable guarantee of the Greek government, under the HAPS. The undiversified 1 day value at risk ("**VaR**") estimate for the Bank trading book as of 30 June 2021 was €5.6 million, consisting of €4.0 million for interest rate risk, €1.6 million for foreign exchange risk, and €0.02 million for price risk, and reduced by €1.5 million compared to €4.1 million, due to the diversification effect in the Bank's portfolio. The Group's subsidiaries and branches have limited trading positions, which are immaterial compared to the positions of the Bank. As a result, the market risk effect deriving from these positions on the total income is immaterial. The VaR measure is an estimate of the potential reduction in the net present value of a portfolio, over a specified period and with a specified confidence level. For a detailed discussion on the various methods of calculating the VaR and its use for the calculation of the market risk see "*Risk Management – Market Risk*".

Operational risk.

The Bank's businesses are dependent on the ability to process a very large number of transactions efficiently and accurately. Operational risk and losses can result from inadequate or failed internal processes, people and systems or from external events such as fraud or other malicious acts from third parties (robberies or terrorist activities), cyber-attacks, errors by employees, failure to document transactions properly or to obtain proper internal authorisation, failure to comply with regulatory requirements and conduct of business rules, equipment

failures, natural disasters or the failure of external systems including those of the Bank's suppliers or counterparties. Furthermore, the Bank faces the risk of legal and regulatory sanctions, financial loss and/or impacts on its reputation, which may result from a breach or non-compliance with the legal and regulatory framework, contractual obligations and codes of conduct related to its activities.

Liquidity risk.

The Bank's inability to anticipate and take appropriate measures regarding unforeseen decreases or changes in funding sources could have an adverse effect on its ability to meet its obligations when they fall due.

Litigation risk.

In the context of its day-to-day operations the Bank is exposed to litigation risk, among other things, as a result of changing and developing consumer protection legislation and legislation on the provision of banking and investment services. The cost of defending any claims and any associated settlement costs can be substantial, even with respect to claims that have no merit. In addition, adverse judgments arising from litigation could result in restrictions or limitations on the Bank's operations or result in a material adverse impact on its reputation or financial condition. Although the Bank believes that it conducts its operations pursuant to applicable laws and takes all necessary measures for adapting its operations to legislative amendments, there can be no assurance that significant litigation will not arise in the future.

In 2015 and 2016, orders for preliminary investigation were made in respect of the credit process for the extension of loans by certain Greek banks to borrowers in certain business sectors, including publishing groups, as well as to certain individuals. These investigation orders concerned, among other things, three Executive Members of the Board of Directors of the Bank (not including the Chief Executive Officer) and one Non-Executive Member of the Board of Directors of the Bank (who was formerly an Executive Member), together with certain other officers of the Bank. Indictments have been issued and orders for main investigations made in respect of each case, whilst one case has reached the level of public hearings. The individuals have been charged with "breach of trust" (pursuant to Article 390 of the Greek Criminal Code). The charges relate to certain loans made by the Bank to certain companies or individuals and concern the making of such loans, on-going maintenance and forbearance in respect of such loans and/or the writing off such loans in settlement for other claims. One of these cases reached the level of public hearing and, in October 2019, an acquittal for all Members of the Board of Directors and officers of the Bank was ordered by the court in respect of such case. Further, on 13 November 2019, the Hellenic Parliament approved an amendment of the Criminal Code (the "**Amendment of the Criminal Code**"), as a result of which cases of "breach of trust" will be pursued only following complaints by the person having suffered damage from the alleged breach. Any pending proceedings, such as those described above, where no such complaint has been filed, will be continued only if such person specifically requests that the proceedings be continued within a period of four months as of the date of enactment of the Amendment of the Criminal Code. Otherwise they will be dismissed.

The Board of Directors of the Bank has considered, in the context of the Amendment of the Criminal Code, whether any request should be made or not in connection with the above cases. Such consideration was made on the basis of legal opinions sought on all such cases, which concluded that in the view of the experts issuing the relevant opinions, the existing or previous Members of the Board or the Senior Management of the Bank, investigated or charged with the crime of breach of trust in the above cases, should be acquitted. On this basis the Board of Directors has decided not to file any request that the relevant proceedings of the aforesaid cases should continue.

Certain Judicial Councils (convening in Chambers), considering whether cases involving Greek bank officials, including existing or previous Members of the Board or the Senior Management of the Bank, should be dismissed, expressed the view that the Amendment of the Criminal Code is against the Greek Constitution and the matter was referred to the Greek Supreme Court (in Greek *Άρειος Πάγος*), again convening in Chambers.

The Greek Supreme Court by virtue of its Decision 158/2021 ruled in favour of the compliance of the Amendment of the Criminal Code with the Greek Constitution, a ruling which has already been followed in one of the cases, involving existing or previous Members of the Board or the Senior Management of the Bank, which is now expected to be followed by all Courts and Judicial Councils.

Whilst the Bank is co-operating with the public prosecutor in relation to such charges, neither the Bank itself nor any other member of the Group is the subject of any related proceedings.

Hellenic Competition Commission ("**HCC**") officials visited, among other entities, the Bank's headquarters on 7 and 8 November 2019, with authorisation to inspect documents and data in connection with alleged infringements of Article 101 of the Treaty of the Functioning of the European Union and its Greek equivalent. The Bank is cooperating with and will continue to cooperate with the HCC. As per a press release of the HCC, the fact that the HCC carries out inspections does not mean that the inspected companies are involved in any sort of anti-competitive behaviour, nor does it prejudge the outcome of the investigation itself.

Legal and regulatory actions (including those referred to above) are subject to many uncertainties, and their outcomes, including the timing, amount of fines or settlements or the form of any settlements, which may be material and in excess of any related provisions, are often difficult to predict, particularly in the early stages of a case or investigation, and the Bank's expectation for resolution may change. In addition, responding to and defending any current or potential proceedings involving the Group or any of its directors and other employees (including those referred to above) may be expensive and may result in diversion of management resources (including the time of the affected persons or other Group employees) even if the actions are ultimately unsuccessful.

Adverse outcomes or resolution of current or future legal or regulatory actions (including those referred to above) may result in additional supervision by the Group's regulators and/or changes in the directors, officers or other employees of the Group and could result in further proceedings or actions being brought against any of the Group's directors, officers or other employees. They may also adversely impact investor confidence and the Group's broader reputation.

In addition, legal and regulatory actions involving the Group (for the avoidance of doubt, not including those referred to above) may also result in fines, administrative sanctions (including restrictions in operations, regulatory licence revocation, etc.), settlements or damages being awarded against the Group, further actions or civil proceedings being brought against Alpha Holdings or any of its subsidiaries and potentially have other adverse effects on the business of the Group.

Accordingly, any such legal proceedings and other actions involving the Bank, any member of the Group or any of its directors or other employees may adversely affect the Group's reputation and business.

Volatility in interest rates may negatively affect the Group's net interest income and have other adverse consequences.

Interest rates are highly sensitive to many factors beyond the Bank's control, including monetary policies and domestic and international economic and political conditions. As such, there can be no assurance that further domestic or international events will not alter the interest rate environment in Greece and the other markets in which the Group operates. Cost of funding is especially at risk for the Group due to increased Eurosystem funding (the "**Eurozone**" being the monetary authority of the euro area and being comprised of the ECB and the national central banks of EU member states whose currency is the euro). See "*Risk Management – Interest Rate Risk of the Banking Book*".

As with any credit institution, changes in market interest rates may affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. This difference could reduce net interest income. Since the majority of the Bank's loan portfolio effectively re-prices within a year, rising

interest rates may also result in an increase in its allowance for impairment on loans and advances to customers if customers cannot refinance in a higher interest rate environment. Further, an increase in interest rates may reduce clients' capacity to repay in the current economic circumstances.

The Hellenic Financial Stability Fund (the "HFSF"), in its capacity as shareholder of Alpha Holdings, has certain rights in relation to the operation and business decisions of the Bank.

The first Stabilisation Programme, as established in May 2010, introduced restructuring measures such as the establishment of the HFSF whose only shareholder is the Hellenic Republic and whose role is to maintain the stability of the Greek banking system by providing capital support in the form of ordinary shares or contingent convertible securities or other convertible securities to credit institutions licensed by the Bank of Greece and operating in Greece. The ESM Programme and Greek Law 3864/2010, as amended and in force (the "**HFSF Law**") provide the HFSF, through its representative, with specific shareholders' rights in the credit institutions in which it has committed to participate by means of the share capital increases.

The HFSF became Alpha Holdings' shareholder in 2013, in the context of the recapitalisation of Greek credit institutions by the HFSF, whereby it acquired 83.70 per cent. of its share capital. The Group has not received since then any further recapitalisation funds from the HFSF, whilst the HFSF's shareholding amounted to 9 per cent. as of 31 August 2021. Accordingly, the HFSF is entitled to exercise significant influence over the operations of the Group.

More specifically, the HFSF is entitled to the appointment of a member to Alpha Holdings' and the Bank's Board of Directors and has the power, according to the HFSF Law, to veto, through such member, decisions relating to dividend distributions, remuneration policies and other specifically enumerated commercial and management decisions. Additionally, the HFSF may appoint at least one member of each of the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance and Nominations Committee. Moreover, with the assistance of an independent consultant of international reputation and established experience, the HFSF has the power to evaluate the Group's corporate governance arrangements, including the evaluation of all committees of the board of directors as well as any other committee which the HFSF deems necessary. For additional information on the HFSF Law, see "*Regulation and Supervision of Banks in Greece – The HFSF*".

In addition to the provisions of the HFSF Law, and pursuant to the Relationship Framework Agreement originally entered into on 12 June 2013 and subsequently replaced by the New Relationship Framework Agreement (the "**New RFA**"), entered into on 23 November 2015, the HFSF has a series of information rights with respect to matters pertaining to the Group and the Bank. Finally, the Bank is obliged to obtain the prior approval of the HFSF on certain material issues, such as the Group's Risk and Capital Strategy, the Group's strategy in terms of NPLs, etc. (for more information please refer to *"Regulation and Supervision of Banks in Greece – Provision of Capital Support by the HFSF").*

Consequently, as a result of the powers that the HFSF has under the HFSF Law and the New RFA, the HFSF may exercise significant influence over the functioning and decision making of the Board of Directors and such influence may affect its business and strategy.

Existing market fluctuations and volatility may result in significant losses in the commercial and investment activities of the Group, which could adversely affect its profitability.

Positions in the Group's trading and investment portfolio which relate to the debt, currency, equity and other markets could be adversely affected by continuing volatility in financial and other markets, creating a risk of substantial losses.

Continuing volatility and further dislocation affecting certain financial markets and asset classes could also further impact the Group's results of operations, financial condition and prospects. In the future, these factors

could have an impact on the mark-to-market valuations of assets in the Group's investment securities, trading securities, loans measured at fair value through profit and loss and financial assets and liabilities for which the fair value option has been elected.

Volatility can also lead to losses relating to a broad range of other trading securities and derivatives held, including swaps, futures, options and structured products. Losses in the commercial and investment activities of the Group may adversely affect its ability to lend and its profitability.

The Group is vulnerable to the ongoing disruptions and volatility in the global financial markets.

The Group's results of operations are materially affected by many factors of a global nature, including: political and regulatory risks and the condition of public finances; the availability and cost of capital; the liquidity of global markets; the level and volatility of equity prices, commodity prices and interest rates; currency values; the availability and cost of funding; inflation; the stability and solvency of financial institutions and other companies; investor sentiment and confidence in the financial markets; or a combination of the above factors.

Most of the economies with which Greece has strong export links are currently encountering significant economic headwinds, have been and continue to be adversely affected by the COVID-19 pandemic and continue to face high levels of private or public debt and in certain cases high unemployment rates. Increasing downside risks on the back of a weaker external environment may restrict the European economic recovery, which remains greatly dependent on accommodative monetary policy.

In financial markets, concerns about the vaccination timeline, the longer-term economic impact of the COVID-19 pandemic, geopolitical tensions, tension in U.S. politics and uncertainty on the potential impact from the UK's withdrawal from the EU are all expected to continue to affect market sentiment and contribute to volatility, with a corresponding negative impact on the Group's financial condition, results of operations and prospects.

Soundness of other financial institutions.

The Group routinely transacts with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Such financial counterparties are subject to many of the pressures faced by the Group as described above. Concerns about, or a default by, one financial institution could lead to significant liquidity problems and losses or defaults by other financial institutions. Many of the routine transactions into which the Group enters expose it to significant credit risk in the event of default by one of its significant counterparties. Such default by a significant financial counterparty, or liquidity problems in the financial services industry in general, could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and capital position.

The Bank faces significant competition from Greek and foreign banks and may not be able to preserve its customer base, especially if it fails to complete its digital transformation.

The general scarcity of wholesale funding since the onset of the economic crisis has led to a significant increase in competition for retail deposits in Greece and significant consolidation of the Greek banking system. The Bank also faces competition from foreign banks. The Bank may not be able to continue to compete successfully with domestic and international banks in the future. These competitive pressures on the Group may have an adverse effect on its business, financial condition, results of operations and prospects.

The Group's success depends on its ability to maintain high levels of loyalty among its customer base and to offer a wide range of competitive and high-quality products and services to its customers. In order to pursue these objectives, the Group has adopted a strategy of segmentation of its customer base, aimed at serving the various needs of each segment in the most suitable manner. Moreover, the Group seeks to maintain long-term financial relations with its customers through the sale of anchor products and services, namely mortgage loans,

salary accounts, standing transfers, credit cards, saving products and bank assurance products. Nevertheless, high levels of competition in Greece and in other countries where the Group operates, and an increased emphasis in cost reduction, may result in an inability to maintain high loyalty levels of the Group's customer base, provide competitive products and services, or maintain high customer service standards, each of which may adversely affect the Group's business, financial condition, results of operations and prospects.

Additionally, the banking sector as a whole is undergoing a digital and technological transformation, with new entrants in the banking and payment processing sectors who in the future may challenge the competitive position of traditional credit institutions, including the Bank. A failure or delay by the Group to achieve its transformation plan with respect to service and operational digitization may impact its ability to compete with new industry entrants.

Laws regarding the bankruptcy of individuals and regulations governing creditors' rights in Greece and various South Eastern European countries may limit the Group's ability to receive payments on NPEs, increasing the requirements for provisioning in its financial statements and impacting its results and operations.

Laws regarding the bankruptcy of individuals and other laws and regulations governing creditors' rights generally vary significantly within the countries in which the Group operates. In some countries, including Greece, bankruptcy, insolvency, enforcement and other laws and regulations affecting creditors' rights offer less protection for creditors compared with the bankruptcy regime in the UK or the United States.

In October 2020 a new bankruptcy code was enacted in Greece by virtue of Greek law 4738/2020 (the "**Insolvency Code**"). The Insolvency Code introduced a major reform of the Greek bankruptcy and insolvency regime, aimed at facilitating and enhancing resolution of insolvency cases and pre-insolvency debt restructuring. Key changes of the Insolvency Code include the introduction of a new out-of-court workout process, based on the development of an electronic platform and an algorithm determining the viability of the debtor’s debts post-restructuring, the introduction of a bankruptcy regime for over-indebted individuals who are not entrepreneurs, a new sale-and-lease-back scheme for primary residence protection, and shorter and automatic debt discharge periods. The new out-of-court workout process and the new bankruptcy proceedings set out in the Insolvency Code entered into force on 1 June 2021 as they required the issuance of 53 pieces of secondary legislation as well as the development of an electronic platform and a special algorithm for debt viability analysis purposes. For those whose business activity exceeds €350,000 and whose turnover exceeds €700,000, the pre-bankruptcy rehabilitation proceedings (in Greek «Εξυγίανση») and second chance process came into effect from 1 March 2021. The Insolvency Code was amended by virtue of Greek law 4818/2021.

If the adverse effects of the COVID-19 pandemic persist or worsen, or the economic environment otherwise deteriorates, bankruptcies, other insolvency procedures and governmental measures, including payment and enforcement moratoria, could intensify or applicable laws and regulations may be amended to limit the impact of the crisis on corporate and retail debtors. Furthermore, the heavy workload that local courts may face, and the cumbersome and time consuming administrative and other processes and requirements which apply to restructuring, insolvency and enforcement measures, may delay final court judgements on insolvency, rehabilitation and enforcement proceedings. Such changes or an unsuccessful implementation of the new insolvency framework in Greece may have an adverse effect on the Group's business, financial condition, results of operations and prospects. In addition, any potential further measures (including any measures related to efforts to alleviate the effect of the COVID-19 pandemic that may be introduced or reinstated) that may increase the protection of debtors and/or impede the Group’s ability to collect overdue debts or enforce securities in a timely manner (which would lead to an increase in the number of NPEs and/or a reduction in the amount of collections on NPEs compared to the Group’s plans), resulting in a corresponding increase in provisions, may have an adverse effect on the Group’s business, results of operations, capital position and financial condition. For more information on COVID-19 protective measures that may be reinstated, see "*Regulation and Supervision of Banks in Greece – Extrajudicial debt settlement mechanism/Further protective measures related to the COVID-19 pandemic*".

Changes in consumer protection laws might limit the fees that the Group may charge in certain banking transactions.

Changes in consumer protection laws in Greece and other jurisdictions where the Group has operations could limit the fees that banks may charge for certain products and services such as mortgages, unsecured loans and credit cards. If introduced, such laws could reduce the Group's net income, though the amount of any such reduction cannot be estimated at this time. Such effects could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The planned creation of a deposit guarantee system applicable throughout the EU may result in additional costs to the Group.

The harmonisation of deposit guarantee systems throughout the EU will represent significant changes to the mechanisms of the deposit guarantee systems currently in force in individual countries.

Greece has transposed Directive 94/19/EC of the European Parliament and of the Council of 30 May 1994 on deposit-guarantee schemes by virtue of Greek law 3746/2009, which established the Hellenic Deposit and Investment Guarantee Fund (the "**HDIGF**"). Greek law 3746/2009 was abolished by Greek law 4370/2016, which transposed Directive 2014/49/EC into Greek law. Three different schemes are run by the HDIGF, each regulated by a different set of legal provisions: the first is the deposit guarantee scheme (the "**DGS**"), the second is the investment guarantee scheme and the third is the scheme funding resolutions. The DGS is financed both on an ex ante and on an ex post basis. All credit institutions licensed by the Bank of Greece are obliged, by virtue of article 5 of Greek law 4370/2016, to participate in the DGS.

The Bank may be required, pursuant to EU law, to make contributions that are higher than those currently required under applicable national law, which may adversely affect the Bank's operating results.

The Group may not be able to treat its deferred tax assets as regulatory capital (to the full extent or partially), which may have an adverse effect on its capital position

The Group currently includes deferred tax assets ("**DTAs**") calculated in accordance with International Financial Reporting Standards ("**IFRS**") in calculating its capital and capital adequacy ratios.

Under applicable capital requirements regulations, DTAs recognised pursuant to IFRS, which are based on the assumption of the future profitability of a credit institution and which exceed certain thresholds, must be deducted from the Group's Common Equity Tier 1 ("**CET1**") capital. This deduction is to be implemented gradually until 2024. This deduction had a significant impact on Greek credit institutions, including the Bank, when it was introduced in 2013.

Since then, new Greek legislation has been introduced that permits Greek credit institutions, including the Bank, to treat such eligible DTAs as not "relying on future profitability" for the purpose of Regulation (EU) No 575/2013 (as amended, "**CRR**"). As a result, such DTAs are not deducted from CET1 capital but are rather assigned a risk weight of 100 per cent., thereby improving an institution's capital position, see "*Regulation and Supervision of Banks in Greece – Deferred Tax Assets (DTAs)*". As at 30 June 2021, the Group's eligible DTAs were €2,971.8 million.

As at 30 June 2021, 60.9 per cent. of the Group's CET1 capital was comprised of deferred tax credits ("**DTCs**"). Any adverse change in the regulations governing the use of DTCs as part of the Group's regulatory capital could also affect the Group's capital base and capital ratios. If any of the above risks materialise, this could have a material adverse effect on the Group's ability to maintain sufficient regulatory capital, which may in turn require the Group to issue additional instruments qualifying as regulatory capital, to liquidate assets, to curtail business or to take any other actions, any of which may have a material adverse effect on the Group's operating results, financial condition and prospects.

The Group could be exposed to future pension and post-employment benefit liabilities.

The personnel of the Group in Greece are insured with funds providing social security (main pension, auxiliary pension, health and welfare). As of 30 June 2021 on a consolidated basis, the Group's employee defined benefit obligations amounted to €88.48 million. These amounts were calculated on the basis of specific economic and demographic assumptions. These include assumptions relating to changes in interest rates, which may not actually occur. Should future events deviate from these assumptions, the Bank's liabilities may significantly increase.

The Bank's liabilities may further increase with respect to employees who have been insured members and were hired prior to 31 December 2004, as, pursuant to the amendments of Greek law 3455/2006 which transposed Directive 2002/87/EC into Greek law, the social contributions that are paid over the service life of said employees for the supplementary pension are larger compared to the respective contributions which are stipulated by law for other salaried employees.

The passing of Greek law 4387/2016, as well as several other pension and social insurance reform laws, including Greek law 4670/2020, introduced radical changes to the structure and mode of operation of the insurance system. These developments, which are targeted at creating a viable and sustainable general pension system and minimising state subsidies through, among other things, the consolidation of pension funds, may alter the liabilities of the banking sector and hence of the Group in respect of contributions to meet actuarial or operational deficits of the pension funds. Moreover, it is impossible to predict potential legal challenges against the consolidations of pension funds, or the outcome of such disputes.

If the Group's reputation is damaged, this would affect its image and customer relations, which could adversely affect business, financial condition, results of operation and prospects.

Reputational risk is inherent to the Group's business activity. Negative public opinion towards the Group or the financial services sector as a whole could result from real or perceived practices in the banking sector, such as money laundering, negligence during the provision of financial products or services, or even from the way that the Group conducts, or is perceived to conduct, its business. Although the Group makes all possible efforts to comply with the regulatory instructions, negative publicity and negative public opinion could adversely affect the Group's ability to maintain and attract customers, in particular, institutional and retail depositors, which could adversely affect the Group's business, financial condition, results of operations and prospects.

The Greek banking sector is subject to strikes, which may adversely affect the Group's operations.

Most of the Bank's employees belong to a union and the Greek banking industry has been subject to strikes over wage and pension issues. Prolonged strikes could have a material adverse effect on the Bank's operations in the Hellenic Republic, either directly or indirectly – for example, it could have an impact on the willingness or ability of the Greek government to pass the reforms necessary to successfully implement its post ESM Programme commitments.

The value of certain financial instruments recorded at fair value is determined using financial models incorporating assumptions, judgements and estimates that may change over time or may not be accurate.

In establishing the fair value of certain financial instruments, the Group relies on quoted market prices or, where the market for a financial instrument is not sufficiently active, internal valuation models that utilise observable financial market data. In certain circumstances, the data for individual financial instruments or classes of financial instruments utilised by such valuation models may not be available or may become unavailable due to changes in financial market conditions. In such circumstances, the Group's internal valuation models require the Group to make assumptions, judgements and estimates to establish fair value. These internal valuation models are complex, and the assumptions, judgements and estimates the Group is required to make often relate to matters that are inherently uncertain, such as expected cash flows. Such assumptions, judgements and estimates

may need to be updated to reflect changing facts, trends and market conditions. The resulting change in the fair values of the financial instruments could have a material adverse effect on the Group's earnings and financial condition. Also, market volatility and illiquidity make it difficult to value certain of the Group's financial instruments. Valuations in future periods, reflecting prevailing market conditions, may result in changes in the fair values of these instruments, which could have a material adverse effect on the Group's results, financial condition and prospects, particularly if any of the various instruments and strategies that are used to economically hedge exposure to market risk is not effective.

The Group is exposed to risk of fraud and illegal activities of other forms which, if they are not dealt with successfully or in a timely manner, could have negative effects on its business, financial condition, results of operation and prospects.

The Group is subject to rules and regulations related to money laundering and terrorism financing. Compliance with anti-money laundering and anti-terrorist financing rules entails significant cost and effort. Non-compliance with these rules may have serious consequences, including adverse legal and reputational consequences. Although current anti-money laundering and anti-terrorism financing policies and procedures are adequate to ensure compliance with applicable legislation, it cannot be guaranteed that they will comply at all times with all rules applicable to money laundering and terrorism financing as extended to the whole Group and applied to its workers in all circumstances. A possible violation, or even any suspicion of a violation of these rules, may have serious legal and financial consequences, which could have a material and adverse effect on the Group's business, financial condition, results of operations and prospects.

Economic hedging may not prevent losses.

If any of the various instruments and strategies that are used to economically hedge exposure to market risk is not effective, the Group may incur losses. Many of the Group's hedging strategies are based on historical trading patterns and correlations. Unexpected market developments may therefore adversely affect the effectiveness of these hedging strategies.

The Group may have to bear additional costs in regard to staff costs.

Under the measures for the implementation of its strategy, the number of the Group’s employees in Greece during 2019 and 2020 remained substantially the same (10,528 employees as of 31 December 2020 and 10,530 employees as of 31 December 2019). In September 2019, the Group announced a voluntary exit scheme with a total cost of €46.9 million for the year ended 31 December 2019. While the Group is fully compliant with the relevant provisions of the applicable legislation, it cannot know whether, nor guarantee that, these measures or any other future action relative to the implementation of any potential further reduction in the number of the Group’s employees will not result in legal disputes or disturbances to its activity. Such initiatives on a large scale may lead to additional restructuring expenditure in terms of staff costs.

The Group's systems and networks have been, and will continue to be, vulnerable to an increasing risk of continually evolving cyber security risks or other technological risks which could result in the disclosure of confidential client or customer information, damage to the Group's reputation, additional costs to the Group, regulatory penalties and financial losses.

A significant portion of the Group's operations rely heavily on the secure processing, storage and transmission of confidential and other information as well as the monitoring of a large number of complex transactions on a constant basis. The Group stores an extensive amount of personal and client-specific information for its retail, corporate and governmental customers and clients and must accurately record and reflect their extensive account transactions. The proper functioning of the Group's payment systems, financial and sanctions controls, risk management, credit analysis and reporting, accounting, customer service and other information technology systems, as well as the communication networks between its branches and main data processing centres, are

critical to the Group's operations. These activities have been, and will continue to be, subject to an increasing risk of cyber-attacks, the nature of which is continually evolving. The Group's computer systems, software and networks have been and will continue to be threatened by unauthorised access, loss or destruction of data (including confidential client information), account takeovers, unavailability of service, computer viruses or other malicious code, cyber-attacks and other events. These threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. If one or more of these events occurs, it could result in the disclosure of confidential client information, damage to the Group's reputation with its clients and the market, additional costs to the Group (such as repairing systems or adding new personnel or protection technologies), regulatory penalties and financial losses to both the Group and its clients. Such events could also cause interruptions or malfunctions in the operations of the Group (such as the lack of availability of the Group's online banking systems), as well as the operations of its clients, customers or other third parties. Given the volume of transactions at the Group, certain errors or actions may be repeated or compounded before they are discovered and rectified, which would further increase these costs and consequences.

In addition, third parties with which the Group does business may also be sources of cyber security risks or other technological risks. The Group outsources a limited number of supporting functions, such as printing of customer credit card statements and processing of cards, which results in the storage and processing of customer information. Although the Group adopts a range of actions to eliminate the exposure resulting from outsourcing, such as not allowing third-party access to the production systems and operating a highly controlled IT environment with a multi-layered defence-in-depth approach, unauthorised access, loss or destruction of data or other cyber incidents could occur, resulting in similar costs and consequences to the Group as those discussed above. While the Group maintains insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber security risks such as fraud and financial crime, such insurance coverage may be insufficient to cover all losses.

Enforcement of the EU General Data Protection Regulation may affect the Group's business.

Regulation (EU) No. 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (also known as the EU General Data Protection Regulation or the "**GDPR**") represents a new legal framework for the data protection in the EU. It has applied directly in all EU Member States since 25 May 2018. Although a number of basic principles under previous Greek data privacy legal framework remain the same under the GDPR, the GDPR also introduces new obligations on data controllers and enhanced rights for data subjects.

The GDPR applies to the processing of personal data in the context of the activities of an establishment of a controller or a processor in the EU, regardless of whether the processing takes place in the EU or not, and also extends to the processing of personal data of data subjects who are in the EU by a controller or processor not established in the EU, where the processing activities are related to the offering of goods or services to such data subjects in the EU. Regulators have power to impose administrative fines and penalties for a breach of obligations under the GDPR, including fines for serious breaches of up to 4 per cent. of the total worldwide annual turnover of the preceding financial year or €20 million and fines of up to 2 per cent. of the total worldwide annual turnover of the preceding financial year or €10 million for other specified infringements. The GDPR identifies a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement).

Additionally, on 29 August 2019, Greek law 4624/2019 was enacted into Greek law, which in conjunction with Greek law 2472/1997 (some articles of which remain in force), *inter alia*, implement the GDPR, and together with Greek Law 3471/2006 and other relevant regulations, legislation and guidelines ensure protection from the processing of personal data. The Hellenic Data Protection Authority is the competent authority, which supervises the application of the GDPR, national laws, as well as other regulations, legislation and guidelines with respect to the protection of personal data.

The Group, due to the nature of its activities, processes various types of personal information. Non-compliance could entail very substantial regulatory sanctions and civil claims.

Risks relating to funding

The Group has limited sources of liquidity, which are not guaranteed and the cost of which may increase materially.

The recent economic recession in Greece has adversely affected the Group's credit risk profile, which has, from time to time, restricted the Group from obtaining funding in the capital markets, and increased the cost of such funding and the need for additional collateral requirements in repurchase contracts and other secured funding arrangements, including those with the Eurosystem. Although access to capital markets has gradually been reinstated over the last few years, concerns relating to the on-going impact of current economic conditions, especially in the post-COVID-19 era, and potential delays in the completion by the Hellenic Republic of key structural reforms (as part of its post-ESM Programme commitments) may restrict the Bank's ability to obtain funding in the capital markets in the medium term.

The Bank's principal sources of liquidity are (i) its deposit base, (ii) Eurosystem funding via the Targeted Longer-term Refinancing Operations ("**TLTROs**") with the ECB and (iii) repurchase securities agreements ("**repos**") with major foreign financial institutions. ECB funding and repos with financial institutions are collateralised by high quality liquid assets, such as European Financial Stability Fund ("**EFSF**") bonds, EU sovereign bonds, Greek government bonds and Treasury Bills, as well as by other assets, such as highly rated corporate loans, covered bonds and asset backed securities issued by the Bank. As of 24 June 2020, the Bank had fully repaid the ECB its TLTRO II participation (€3.1 billion) and participated in the TLTRO III operation (€11.9 billion). As of 30 June 2021, the Bank's total Eurosystem funding was €12.9 billion. Any change in the terms of TLTRO III could affect the Bank's liquidity position and cost. Although the Bank's liquidity position has improved, with no dependence on emergency liquidity assistance ("**ELA**") since February 2019, there can be no assurance that the Bank's funding needs will continue to be met by, or that it will continue to have access to, Eurosystem funding in the future.

In addition, deposit outflows could have a material adverse impact on the Bank's deposit base and on the amount of the Bank's ECB and ELA eligible collateral, which could have a material adverse impact on the Group's liquidity and the Group's access to Eurosystem funding in the future, which may in turn threaten the Bank's ability to continue as a going concern.

Furthermore, the liquidity that the Bank is able to access from the ECB or ELA may be adversely affected by changes in ECB and Bank of Greece rules relating to collateral. If the ECB or the Bank of Greece were to revise their respective collateral standards, remove asset classes from being accepted, or increase the rating requirements for collateral securities such that certain instruments were no longer eligible to serve as collateral with the ECB or the Bank of Greece, or the credit rating of the Hellenic Republic is downgraded, the Bank's access to these facilities could be diminished and the cost of obtaining such funds could increase.

An accelerated outflow of funds from customer deposits could cause an increase in the Bank's costs of funding and have a material adverse effect on the Bank's business, financial condition, results of operations and prospects.

Historically, one of the Bank's principal sources of funds has been customer deposits. If depositors withdraw their funds at a rate faster than the rate at which borrowers repay their loans, or if the Bank is unable to obtain the necessary liquidity by other means, it would be unable to maintain its current levels of funding without incurring significantly higher funding costs, having to liquidate certain assets or increasing its Eurosystem borrowings.

The on-going availability of customer deposits to fund the Bank's loan portfolio is subject to potential changes in certain factors outside the Bank's control, such as depositors' concerns relating to the economy in general, the financial services industry or the Bank specifically, an increasing tax burden thus leading depositors to use their funds (and subsequently decrease their deposits), increased competition by Greek and foreign banks through internet deposit products, perceived risks relating to bail-in measures and the availability and extent of deposit guarantees. Any of these factors individually or in combination could lead to a sustained reduction in the Bank's ability to access customer deposit funding on appropriate terms in the future, which would impact the Bank's ability to fund its operations and meet its minimum liquidity requirements and have an adverse effect on the Bank's business, financial condition, results of operations and prospects.

Risks relating to Regulation

The Group is subject to extensive and complex regulation, which is the subject of ongoing change and reform in each jurisdiction in which it operates, imposing a significant compliance burden on the Group and increasing the risk of non-compliance.

The Group is subject to financial services laws, regulations, administrative actions and policies in each jurisdiction in which it operates. All of these regulatory requirements are subject to change, particularly in the current market environment, where there have been unprecedented levels of government intervention and changes to the regulations governing financial institutions. In response to the global financial crisis, national governments as well as supranational groups, such as the EU, have been considering and implementing significant changes to current bank regulatory frameworks, including those pertaining to capital adequacy, liquidity and the scope of banks' operations. For example, significant amendments to Regulation (EU) No 575/2013, Directive 2014/59/EU and Regulation (EU) No 806/2014 were published in the Official Journal of the EU in June 2019. The amendments to Regulation (EU) No 575/2013 introduced by virtue of Regulation (EU) 2019/876 are directly applicable as of 28 June 2021, subject to certain exceptions, with further amendments introduced by Regulation (EU) 2020/873 to mitigate the economic effects of the COVID-19 pandemic. Moreover, Directive (EU) 2019/878, which amends Directive 2013/36/EU, has recently been transposed into Greek law by virtue of Greek law 4799/2021.

Compliance with new requirements may also restrict certain types of transactions, affect the Group's strategy and limit or adversely affect the way in which the Group prices its products, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

As regulation becomes increasingly complex, the risk of non-compliance with applicable regulation increases. Actual or perceived non-compliance with applicable regulation could result in litigation or regulatory investigation, either of which could result in sanctions, monetary or otherwise. Any such sanctions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Moreover, any determination (by a regulator or otherwise) that the Group has not complied with applicable regulation may have an adverse effect on the Group's reputation.

The Group and the Bank are required to maintain minimum capital ratios, and changes in regulation may result in uncertainty about their ability to achieve and maintain required capital levels and liquidity.

The Group and the Bank are required by their regulators to maintain minimum capital ratios – see "*Regulation and Supervision of Banks in Greece – Capital Adequacy Framework*". These required levels may increase in the future, for example pursuant to the supervisory review and evaluation process ("**SREP**") as applied to the Bank. In addition, the manner in which the requirements are applied may adversely affect the Group and/or the Bank's capital ratios.

The Bank, its regulated subsidiaries and its branches are subject to the risk of having insufficient capital resources or a lack of liquidity to meet the minimum regulatory capital and/or liquidity requirements set by their regulators. In addition, those minimum regulatory capital requirements are likely to increase in the future and

the methods of calculating capital resources may change, including in ways that result in the Bank or the Group's capital ratios being worse than under the existing methodology for calculating them. The SSM could introduce risk-weighted asset ("**RWA**") floors (as it has done in other jurisdictions), and further harmonisation of booking of RWAs could increase the risk weighting of exposures. In addition, proposals have been discussed that would cap the amount of sovereign bonds banks could hold, or assign risk weights to sovereign bond holdings, which could require banks to raise additional capital.

For example, under the HAPS, introduced by virtue of Law 4649/2019, the Greek government grants its irrevocable and unconditional guarantee in favour of the senior notes issued in the context of securitisation structures and submitted in the scope of HAPS. The prudential regulator has communicated that such senior notes with the benefit of the Greek State guarantee will receive a 0 per cent. risk weighting. The Bank has retained the whole of the senior notes issued under Project Galaxy for the securitisation of NPEs, which has been submitted under the HAPS and has received the State irrevocable and unconditional guarantee. Nevertheless, there can be no assurance that such regulatory treatment will be retained in the future or that a higher risk weighting, in the light of any adverse microeconomic developments causing underperformance of the securitisation structures, will not be introduced.

Likewise, the Group is obliged under applicable regulations to retain a certain liquidity coverage ratio – see "*Regulation and Supervision of Banks in Greece – Capital Adequacy Framework – Liquidity Requirements*". Such liquidity requirements may come under increased scrutiny and may place additional stress on the Group's liquidity demands in the jurisdictions in which it operates. Compliance with new requirements may increase the Group's regulatory capital and liquidity requirements and costs, disclosure requirements, restrict certain types of transactions, affect its strategy and limit or require the modification of rates or fees that are charged on certain loan and other products, any of which could lower the return on the Group's investments, assets and equity. Any of these factors may result in the need for additional capital for the Group. If the Group is not able to meet its capital requirements by raising funds from the capital markets, it may need to seek additional funding by means of state aid and/or the applicable resolution authority, thereby increasing the likelihood that the shareholders will be subject to limitations on their rights and/or incur significant losses in their investments, inter alia, by operation of the applicable provisions of the BRRD Law (as defined below) and the HFSF Law. Similarly, holders of the Notes ("**Noteholders**" or "**holders**") may be subjected to resolution measures by the competent authority by operation of the BRRD Law – see further "*Regulation and Supervision of Banks in Greece – Recovery and resolution of credit institutions/The HFSF*".

Negative results in the Group's stress testing may have an adverse effect on the Group's funding cost or the public's confidence in the Group and, consequently, may adversely affect its business, financial condition, results of operations and prospects.

The EBA conducts stress tests in order to evaluate the capital base of EU banks and identify potential capital shortfalls. Stress tests analysing the European banking sector have been, and the Bank anticipates that they will continue to be, published by national and supranational regulatory authorities. For example, on 30 July 2020 the Board of Supervisors of the EBA agreed on the tentative timeline and sample for the 2021 EU-wide stress test. The exercise launched on 29 January 2021 and its results were announced on 30 July 2021. As per such results, Alpha Holdings successfully concluded the 2021 EU-wide stress test. In particular, the starting point of the exercise was 31 December 2020, when the Bank had a CET1 transitional ratio of 17.1 per cent., a CET1 fully loaded ratio of 14.6 per cent. as well as a leverage ratio (transitional) of 12.5 per cent. and a leverage ratio (fully loaded) of 10.7 per cent.

- Under the baseline scenario, the capital generation for the 3-year period was 2.8 per cent. absorbing 2.4 per cent. IFRS 9 phase-in, resulting in a 2023 CET1 transitional ratio of 17.4 per cent. The 2023 CET1 fully loaded ratio reached 17.3 per cent. while the 2023 leverage ratio (fully loaded) came to 13.0 per cent.

- Under the adverse scenario, the 2023 CET1 transitional ratio stood at 8.4 per cent., largely driven by the negative impact of credit risk. The 2023 CET1 fully loaded ratio came to 8.3 per cent, while the 2023 leverage ratio (fully loaded) resulted in 6.1 per cent.

Asset quality reviews and stress testing exercises in countries where the Group operates may result in additional capital requirements. In addition, a loss of confidence in the banking sector following the announcement of any stress tests that take place from time to time regarding the Group or the Greek banking system as conducted in accordance with the legislative framework in force, or a market perception that any such stress tests are not rigorous enough, could also have a negative effect on the Group's cost of funding and may thus have a material adverse effect on its results of operations and financial condition.

The Bank Recovery and Resolution Directive may have a material adverse effect on the Group's and the Bank's business, financial condition, results of operations and prospects.

Directive 2014/59/EU, as amended by Directive (EU) 2019/879, Directive (EU) 2019/2034 and Directive (EU) 2019/2162 and as may be further amended from time to time (the "**BRRD**"), sets out rules designed to harmonise and improve the tools for dealing with bank crises across the EU to ensure that shareholders, creditors and unsecured depositors mandatorily participate in the recapitalisation and/or the liquidation of troubled banks. The BRRD has been implemented in Greece by virtue of Greek law 4335/2015, as most recently amended by Greek law 4799/2021 and as amended from time to time (the "**BRRD Law**") and in the other EU countries in which the Group has banking operations.

Where a financial holding company (such as Alpha Holdings) and/or a credit institution (such as the Bank) is determined to be failing or likely to fail (as contemplated by the BRRD) and there is no reasonable prospect that any alternative solution would prevent such failure, various resolution actions are available to the relevant regulator under the BRRD comprising the asset separation tool, the bridge institution tool, the sale of business tool and the bail-in tool. These resolution actions are described under "*Regulation and Supervision of Banks in Greece – Recovery and resolution of credit institutions – Resolution tools*".

Should the Bank be determined to be failing or likely to fail (as contemplated by the BRRD), the application of any of the powers and tools under the banking recovery and resolution regulations applicable to it (including the BRRD) could result in the removal of the Bank's Board of Directors and management team and could adversely affect the Bank's business, financial condition, results of operations and prospects. This could also result in the Notes being written down, converted to equity or cancelled by the competent resolution authority, which could lead to a partial or total loss of investment by the Noteholders regardless of whether or not the financial position of the Bank is restored. The resolution authorities may also decide to alter the maturity of the Notes or to reduce their nominal interest rate.

The BRRD prescribes minimum requirements for own funds and eligible liabilities in the EU legislation ("**MREL**"). The MREL framework provides that there should be sufficient loss-absorbing and recapitalisation capacity available in resolution of any credit institution to implement an orderly resolution that minimises any impact on financial stability, ensures the continuity of critical functions, and avoids exposing taxpayers (public funds) to loss. The Single Resolution Board ("**SRB**") has been authorised to calculate and determine the level of MREL for each EU systemic credit institution (including the Bank).

On 15 April 2021, the Bank received a communication from the SRB regarding its binding MREL. The requirements are based on the Bank Recovery and Resolution Directive, i.e. Directive (EU) 2019/879 ("**BRRD2**"), which was transposed under Greek law 4799/2021 on 18 May 2021.

The SRB decision is based on a single point of entry resolution strategy through the Bank. Alpha Holdings will be the sole issuer of external capital instruments and has already issued Tier 2 capital instruments. The Bank will be the sole issuer of external MREL debt and funding instruments (such as the Notes).

According to the SRB decision, the Bank needs to meet from 1 January 2026 on a consolidated basis the following MREL requirements, namely 22.76 per cent. of Total Risk Exposure Amount ("**TREA**") and 5.91 per cent. of Leverage Exposure ("**LRE**"). The communication also sets out the interim MREL requirements that must be met from 1 January 2022, namely 14.02 per cent. of TREA and 5.91 per cent. of LRE.

The MREL ratio expressed as a percentage of TREA does not include the combined buffer requirement, currently at 3 per cent. and expected to increase to 3.25 per cent. on 1 January 2022. In line with the regulatory classification of the Bank and the 'no creditor worse off' assessment, no subordination requirement has been set for the Bank.

If the market conditions are limited, this could adversely affect the Bank's ability to comply with the SRB's requirements or could result in the Bank issuing MREL at very high costs, which could adversely affect the Bank's business, financial condition, results of operations and prospects.

If the Group fails to meet its combined buffer requirement (which will also be considered in conjunction with its MREL resources), resolution authorities have the power to prohibit certain distributions under the BRRD Law.

The SRB's resolution powers (as the competent resolution authority under the BRRD) may also affect the confidence of the Bank's depositors and so may have a significant impact on the Group's results of operations, business, assets, cash flows and financial condition, as well as on the Group's funding activities and the products and services it offers.

Risks relating to credit and other financial risks

Wholesale borrowing costs and access to liquidity and capital may be negatively affected by any future downgrades of the Hellenic Republic's credit rating.

The capacity of the Hellenic Republic to maintain its credit ratings is an important element of its economic and financial recovery, and financial conditions in the private sector will, to a significant extent, depend on such credit ratings. However, there is still considerable uncertainty surrounding the prospective pace of improvement in Greece's sovereign rating.

Downgrades of the Hellenic Republic's rating could occur, for example, as a result of the deterioration of the country's public finances due to COVID-19, or in the event of uncertainty regarding the country's commitment or ability to complete all fiscal reforms or meet other related obligations within the expected timeframe. Should any downgrades occur or rating outlooks turn negative, the financing costs of the Hellenic Republic would increase and its access to capital markets could be disrupted, with negative effects on the cost of capital for Greek banks (including the Bank) and the Group's business, financial condition and results of operations. Downgrades of the Hellenic Republic's credit rating could also result in a corresponding downgrade in the Bank's credit rating and, as a result, increase wholesale borrowing costs and the Group's access to liquidity, which could adversely affect the Group's business and results of operations.

Deteriorating asset valuations resulting from poor market conditions may adversely affect the Group's business, financial condition, results of operations and prospects.

The ongoing global economic slowdown and economic crisis in Greece since 2008 has resulted in an increase in NPEs and significant changes in the fair values of the Group's financial assets. A substantial portion of the Group's loans to corporate and individual borrowers is secured by collateral such as real estate, securities, vessels, term deposits and receivables. In particular, as mortgage loans are one of the Bank's principal assets, the Group is currently highly exposed to developments and volatility in real estate markets, especially in Greece.

Under the unprecedented conditions created by the COVID-19 pandemic, there have been significant changes in the real estate market, several of which are expected to remain and affect market balances, even in the long run, despite the fact that the impact of the current health crisis has not yet been fully reflected in real estate prices

and their trends. In particular, property prices have been adversely affected by, amongst other things, weak credit flows, oversupply in low demand areas and a high unemployment rate (15.0 per cent. in June 2021 (*EL.STAT., Labour Force Survey, Monthly data, Press Release, August 2021*)). Fluctuations in the real estate market affects the value of the Group's real estate collateral.

A further decline in the value of collateral may also result from deterioration of financial conditions in Greece or the other markets where collateral is located. In addition, failure to recover the expected value of collateral may expose the Bank to losses. Greek law 4605/2019 offers limited protections to borrowers (individuals) who have pledged their primary residence as collateral. For a detailed description, see "*Regulation and Supervision of Banks in Greece – Extrajudicial debt settlement mechanism – Settlement of amounts due by over-indebted individuals under Law 3869/2010—protection of main residence of the debtor*". This may also limit the Bank's ability to recover collateral.

In addition, an increase in financial market volatility or adverse changes in the marketability of the Group's assets could impair its ability to value certain of the Group's assets and exposures. The value ultimately realised in liquidating asset security will depend on its fair value determined at that time, which may be materially different from its current market value. Any decrease in the value of such assets and exposures could require the Group to recognise additional impairment charges, which could adversely affect the Group's business, financial condition, results of operations and prospects, as well as capital adequacy.

Risks relating to operations outside the Hellenic Republic

The Group conducts international activities outside of Greece.

In addition to the operations in the Hellenic Republic, the Group has operations in Albania, Cyprus, Romania, the UK and Luxembourg. The Group's operations in Cyprus and Romania are the Group's largest and most significant operations outside of the Hellenic Republic, accounting for 7.3 per cent. and 6.1 per cent., respectively, of the Group's total gross loans as of 30 June 2021. As of 30 June 2021, loans and advances to customers before allowance for impairment losses relating to the Group's international operations in South Eastern Europe (Albania, Cyprus and Romania) amounted to €6.1 billion and due to customers amounted to €5.2 billion. The Group's South Eastern Europe operations are exposed to the risk of adverse political, geopolitical, governmental or economic developments, as well as to changes in the regulatory and legal framework in the countries in which it operates.

The majority of the Group's South Eastern Europe operations are in economies in which the Group faces particular operational risks and unpredictability including, amongst other things, deficit and inflation increases and unexpected new legislation. Such factors could have a material adverse effect on the Group's business, results of operations and financial condition.

The Group's South Eastern Europe operations also expose the Group to foreign currency risk. A decline in the value of the currencies in which the Group's South Eastern Europe subsidiaries receive their income or value their assets relative to the value of the euro may have an adverse effect on the results of operations and financial condition. In addition, the economic crisis in Greece may materially adversely affect the Group's South Eastern Europe operations and increase depositors' concerns in these countries, which may, in turn, affect their willingness to continue to do business with the Bank's international subsidiaries.

Although the Group has announced its intention to divest from its operations in the UK, Project Crown, and Albania, Project Riviera, and is targeting a binding agreement on these transactions by the end of 2021, there can be no assurance that such transactions will be completed as per the targets or at all. Even if such transactions are consummated, there is no assurance that the Group will be able to successfully realise the expected business development or the anticipated benefits.

RISKS RELATING TO THE NOTES

The Notes may be subjected in the future to the bail-in resolution tool by the competent resolution authority and to the mandatory burden sharing measures for the provision of precautionary capital support, which may result in their write-down in full.

The transposition of the BRRD into Greek law by virtue of the BRRD Law granted increased powers to the competent resolution authority, which for the Greek systemic banks (including the Issuer) is the Board of the SRM, for the imposition of resolution measures to failing credit institutions, as further described in "*Regulation and Supervision of Banks in Greece – Recovery and resolution of credit institutions*".

These measures include the bail-in tool, through which a credit institution subjected to resolution may be recapitalised either by way of the permanent write-down or the conversion into common shares of some or all of its liabilities (including the Notes). Any such shares issued upon any such conversion into equity may also be subject to future cancellation, transfer or dilution. The bail-in tool may be imposed either as a sole resolution measure or in combination with any of the other resolution tools that may be used by the resolution authority.

The Notes may, in the future, be subject to the exercise of the resolution measures. Exercise of such measures could involve, *inter alia*: transferring the Notes to another entity notwithstanding any restrictions on transfer; delisting the Notes; amending or altering the maturity of the Notes; amending or altering the date on which interest becomes payable under the Notes, including by suspending payments for a temporary period; and rendering unenforceable any right to terminate or accelerate the Notes that would be triggered by exercise of the resolution measures. In a worst case scenario, the value of the Notes may be written down to zero.

Moreover, the conditions for the HFSF granting precautionary recapitalisation support include, among others, the imposition, by virtue of a Cabinet Act, pursuant to article 6a of Greek law 3864/2010, as amended and in force, of mandatory burden sharing measures on the holders of capital instruments and other liabilities of the credit institution receiving such support ("**Mandatory Burden Sharing Measures**"). The Mandatory Burden Sharing Measures include the absorption of losses by existing subordinated creditors by writing down the nominal value of their claims. Such write-down is implemented by way of a resolution of the competent corporate body of the credit institution such that the equity position of the credit institution becomes zero. Although the Notes are not currently subject to the above provisions of article 6a of Greek law 3864/2010, as amended and in force there is no guarantee that such exemption will continue to be applicable in the future.

The circumstances in which the competent resolution authority may exercise the bail-in tool or other resolution tools are uncertain and such uncertainty may have an impact on the value of the Notes.

The conditions in which a credit institution may be subject to resolution and the application of the relevant powers of the competent resolution authority are set out in article 32 of the BRRD and the BRRD Law. Such conditions include the determination by the resolution authority that: (a) the credit institution is failing or is likely to fail; (b) no reasonable prospect exists that any alternative private sector measures or supervisory action (including early intervention measures or the write-down or conversion of relevant capital instruments and eligible liabilities) would prevent the failure within a reasonable timeframe; and (c) a resolution action is necessary in the public interest, whilst the resolution objectives would not be met to the same extent by the special liquidation of the credit institution in the sense of article 145 of Greek law 4261/2014 (the "**Greek Special Liquidation Rules**").

Such conditions, however, are not further specified in the applicable law and very limited precedent as to their application exists so their satisfaction is left to the determination and discretion of the competent resolution authority. Such uncertainty may impact on the market perception as to whether a credit institution meets or not such conditions and as such it may be subjected to resolution tools. This may have a material adverse impact on the present value of the Notes and other listed securities of the Issuer.

In addition, if any bail-in action is taken, interested parties, such as creditors or shareholders, may raise legal challenges. The taking of any action under the BRRD Law in relation to the Issuer, or the suggestion of the exercise of any action, could materially adversely affect the rights of Noteholders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes. If any litigation arises or is threatened in relation to bail-in actions this may negatively affect liquidity and increase the price volatility of the Issuer's securities (including the Notes).

The Notes provide for limited events of default. Noteholders may not be able to exercise their rights on an event of default in the event of the adoption of any early intervention or resolution measure under the BRRD (or any relevant measure implementing the same).

Noteholders have no ability to accelerate the maturity of their Notes except in the case that an order is made or an effective resolution is passed for the dissolution and liquidation, special liquidation in the sense of the Greek Special Liquidation Rules and/or winding-up (as the case may be and to the extent applicable) of the Issuer, as provided in the Conditions. Accordingly, in the event that any payment on the Notes is not made when due, each Noteholder will have a claim only for amounts then due and payable on their Notes and, as provided for in the Conditions, a right to institute proceedings for the winding-up of the Issuer. Notwithstanding the foregoing, the Issuer will not, by virtue of the institution of any such proceedings, be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it.

In addition, as mentioned in *"The Notes may be subjected in the future to the bail-in resolution tool by the competent resolution authority and to the mandatory burden sharing measures for the provision of precautionary capital support, which may result in their write-down in full*", the Issuer may be subject to a procedure of early intervention or resolution pursuant to the BRRD as implemented through Greek law 4335/2015, as amended and currently in force. The adoption of any early intervention or resolution procedure shall not itself constitute an event of default or entitle any counterparty of the Issuer to exercise any rights it may otherwise have in respect thereof.

Moreover, any enforcement by a Noteholder of its rights under the Notes upon the occurrence of an event of default following the adoption of any early intervention or any resolution procedure will be subject to the relevant provisions of the BRRD, the Greek banking law 4261/2014, as in force, or Greek law 4335/2015 in relation to the exercise of the relevant measures and powers pursuant to such procedure, including the resolution tools and powers referred to therein. Any claims on the occurrence of an event of default will consequently be limited by the application of any measures pursuant to the provisions of the BRRD, the Greek banking law 4261/2014, as in force, or Greek law 4335/2015. There can be no assurance that the taking of any such action would not adversely affect the rights of Noteholders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under the Notes and the enforcement by a Noteholder of any rights it may otherwise have on the occurrence of any event of default may be limited in these circumstances.

The Issuer's obligations under the Notes rank (at least) junior to creditors having Senior Ranking Claims in the case of dissolution and liquidation, winding-up (as the case may be and to the extent applicable) or special liquidation under Greek law.

Certain obligations of Greek credit institutions (including the Issuer), such as obligations vis-à-vis the Greek state and obligations of eligible deposits (within the meaning of Greek law 4370/2016) exceeding the protection amount of the deposit guarantee scheme, enjoy a higher ranking in the case of dissolution and liquidation, winding-up (as the case may be and to the extent applicable) or special liquidation of such credit institution by virtue of the provisions of article 145A of Greek banking law 4261/2014, as in force, on special liquidation ("**Senior Ranking Claims**"). The claims of Noteholders against the Issuer will rank junior to Senior Ranking Claims in the case of a dissolution and liquidation, winding-up (as the case may be and to the extent applicable) or special liquidation of the Issuer. Thus, if Senior Ranking Claims exist against the Issuer, there is a risk that

an investor in the Notes will lose all or some of its investment should the Issuer become subject to dissolution and liquidation, winding-up (as the case may be and to the extent applicable) or special liquidation.

The Notes may be redeemed prior to maturity.

The Notes may be redeemed, as set out in the Conditions, at the option of the Issuer in the following circumstances:

- the occurrence of one or more of the tax events described in Condition 4(b);
- upon the occurrence of an MREL Disqualification Event as described in Condition 4(c); or
- on the Reset Date as described in Condition 4(d).

An optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may elect to redeem the Notes, or during any period when it is perceived that the Issuer may elect to redeem the Notes, the market value of the Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may redeem the Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Early redemption or purchase of the Notes may be restricted.

Any early redemption or purchase of the Notes is subject to:

(a) the Issuer giving notice to the Relevant Resolution Authority and the Relevant Resolution Authority granting prior permission to redeem or purchase the Notes (in each case to the extent, and in the manner, then required by the MREL Requirements); and

(b) compliance by the Issuer with any alternative or additional pre-conditions to redemption or purchase, as applicable, set out in the MREL Requirements (including any requirements applicable to such redemption or purchase due to the qualification of the Notes at such time (or previously, as the case may be) as MREL-Eligible Liabilities),

as provided in Condition 4(g).

As any early redemption or purchase of the Notes will be subject to the prior permission of the Relevant Resolution Authority, the outcome may not necessarily reflect the commercial intention of the Issuer or the commercial expectations of the holders of the Notes and this may have an adverse impact on the market value of the Notes.

Substitution or variation of the Notes.

If an MREL Disqualification Event or any of the events described in Condition 4(b) has occurred and is continuing, or in order to ensure the effectiveness and enforceability of Condition 16, then the Issuer may, subject to compliance with Condition 4(g) and subject as provided in Condition 4(h) of the Notes, but without the need for any consent of the Noteholders or the Couponholders, substitute all (but not some only) of the Notes for, or vary the terms of all (but not some only) of the Notes so that the Notes remain or become Qualifying Notes.

No assurance can be given as to whether any of these changes will negatively affect any particular holder. In addition, the tax and stamp duty consequences of holding such substituted or varied Notes could be different for some categories of Noteholders from the tax and stamp duty consequences for them of holding the Notes prior to such substitution or variation. There can also be no assurance that the terms of any Qualifying Notes will be viewed by the market as equally favourable to Noteholders, or that such Qualifying Notes will trade at prices that are equal to the prices at which the Notes would have traded on the basis of their original terms.

Waiver of set-off.

Each Noteholder unconditionally and irrevocably waives any right of Set-off which it might otherwise have, under the laws of any jurisdiction, in respect of the Notes.

Limitation on gross-up obligation under the Notes.

The obligation under Condition 7 to pay additional amounts in the event of any withholding or deduction in respect of taxes on any payments under the terms of the Notes applies only to payments of interest and not to payments of principal. As such, the Issuer would not be required to pay any additional amounts under the terms of the Notes to the extent any withholding or deduction applied to payments of principal. Accordingly, if any such withholding or deduction were to apply to any payments of principal under the Notes, Noteholders may receive less than the full amount of principal due under the Notes upon redemption, and the market value of such Notes may be adversely affected.

The regulation and reform of "benchmarks" may adversely affect the value of the Notes.

Interest rates and indices which are deemed to be "benchmarks" (including EURIBOR) are the subject of national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on the Notes (on the basis that the Reset Rate of Interest will be determined by reference to, *inter alia*, EURIBOR).

Regulation (EU) 2016/1011 (the "**EU Benchmarks Regulation**") applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities (such as the Issuer) of benchmarks of administrators that are not authorised or registered (or, if non-EU-based, not deemed equivalent or recognised or endorsed). The EU Benchmarks Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK Benchmarks Regulation**"), among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the UK Financial Conduct Authority (the "**FCA**") or registered on the FCA register (or, if non-UK-based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and the UK Benchmarks Regulation apply to EURIBOR and could therefore have a material impact on the Notes, in particular, if the methodology or other terms of EURIBOR are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of EURIBOR.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark (including EURIBOR) and complying with any such regulations or requirements. Such factors may have the following effects on EURIBOR: (i) discouraging market participants from continuing to administer or

contribute to EURIBOR; (ii) triggering changes in the rules or methodologies used in EURIBOR; and/or (iii) leading to the disappearance of EURIBOR. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations could have a material adverse effect on the value of and return on the Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the EU Benchmarks Regulation and the UK Benchmarks Regulation or any of the international or national reforms in making any investment decision with respect to the Notes.

Future discontinuance of EURIBOR may adversely affect the value of the Notes.

Investors should be aware that, if EURIBOR were discontinued or otherwise unavailable, the rate of interest on the Notes will be determined for the relevant period by the fall-back provisions applicable to the Notes. Such fall-back arrangements will include the possibility that the Reset Rate of Interest could be determined by reference to a Successor Reference Rate or an Alternative Reference Rate (as applicable) determined by an Independent Adviser or, if the Issuer is unable to appoint an Independent Adviser or the Independent Adviser appointed by the Issuer fails to make such determination, the Issuer. An Adjustment Spread shall be determined by the relevant Independent Adviser or the Issuer (as applicable) and shall be applied to such Successor Reference Rate or Alternative Reference Rate, as the case may be.

In addition, the relevant Independent Adviser or the Issuer (as applicable) may also determine (acting in good faith and in a commercially reasonable manner) that other amendments to the Conditions of the Notes are necessary in order to follow market practice in relation to the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) and to ensure the proper operation of the relevant Successor Reference Rate or Alternative Reference Rate (as applicable).

No consent of the Noteholders shall be required in connection with effecting any relevant Successor Reference Rate or Alternative Reference Rate (as applicable) or any other related adjustments and/or amendments described above.

Due to the uncertainty concerning the availability of Successor Reference Rates and Alternative Reference Rates and the involvement of an Independent Adviser, the relevant fall-back provisions may not operate as intended at the relevant time. If no Successor Reference Rate or Alternative Reference Rate can be determined, the operation of the fall-back provisions may result in the effective application of a fixed rate for the life of the Notes.

Any such consequences could have a material adverse effect on the value of and return on any such Notes. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant rate could affect the ability of the Issuer to meet its obligations under the Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Notes. Investors should note that the relevant Independent Adviser or the Issuer (as applicable) will have discretion to adjust the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) in the circumstances described above by the application of an Adjustment Spread. Any such adjustment could have unexpected commercial consequences and there can be no assurance that, due to the particular circumstances of each Noteholder, any such adjustment will be favourable to each Noteholder.

In addition, potential investors should also note that no Successor Reference Rate or Alternative Reference Rate (as applicable) will be adopted, and no other amendments to the terms of the Notes will be made if, and to the extent that, in the determination of the Issuer, the same could reasonably be expected to:

(a) prejudice the qualification of the Notes as MREL-Eligible Liabilities; and/or

(b) result in the Relevant Resolution Authority treating the next Interest Payment Date or the Reset Date, as the case may be, as the effective maturity of the Notes, rather than the Maturity Date.

Investors should consider all of these matters when making their investment decision with respect to the Notes.

The Reset Rate of Interest could be less than the Initial Rate of Interest.

The Notes will initially bear interest at the Initial Rate of Interest until (but excluding) the Reset Date. On the Reset Date, the Rate of Interest will be reset to the sum of the Reset Reference Rate and the Margin as determined by the Calculation Agent on the Reset Determination Date. The Reset Rate of Interest could be less than the Initial Rate of Interest, which could adversely affect the market value of an investment in the Notes.

The Conditions of the Notes contain provisions which may permit their modification (including substitution of the Issuer) without the consent of all Noteholders.

The Conditions, when read together with the Greek Bond Laws (as defined in the Conditions), of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. The Greek Bond Laws prevent a Noteholder who holds at least one quarter of the Issuer's share capital from voting at meetings of Noteholders.

The Conditions of the Notes also provide that the Issuer may, without the consent of Noteholders, substitute its Successor in Business as principal debtor under any Notes in its place, in the circumstances and subject to the conditions described in Condition 13. No assurance can be given as to the impact of any substitution of the Issuer as described above and any such substitution could materially adversely impact the value of the Notes.

Investors who hold less than the minimum Specified Denomination may be unable to sell their Notes and may be adversely affected if definitive Notes are subsequently required to be issued.

The Notes have denominations consisting of a minimum denomination of €100,000 (the "**Specified Denomination**") plus integral multiples of €1,000 in excess thereof up to and including €199,000. Accordingly, it is possible that the Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of such minimum Specified Denomination. In such a case, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in their account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes at or in excess of the minimum Specified Denomination such that their holding amounts to a Specified Denomination. Further, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in their account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination.

If such Notes in definitive form are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade. This may have a detrimental impact on the value of the Notes in the secondary market.

The value of the Notes could be adversely affected by a change in English law or Greek law or administrative practice.

The Conditions of the Notes are based on English law and Greek law in effect as at the date of this Offering Circular (see Condition 17). No assurance can be given as to the impact of any possible judicial decision or

change to English law or Greek law or administrative practice after the date of this Offering Circular and any such change could materially adversely impact the value of the Notes.

Because the global Notes are held on behalf of Euroclear and Clearstream, Luxembourg, investors will have to rely on their procedures for transfer, payment and communication with the Issuer.

The Notes will initially be represented by a temporary global Note, which is exchangeable (subject to certain conditions) for a permanent global Note. Such global Notes will be deposited with a common depositary for Euroclear and Clearstream, Luxembourg. Except in the circumstances described in the relevant global Note, investors will not be entitled to receive definitive Notes. Euroclear and Clearstream, Luxembourg will maintain records of the beneficial interests in the global Notes. While the Notes are represented by one or more global Notes, investors will be able to trade their beneficial interests only through Euroclear and Clearstream, Luxembourg.

While the Notes are represented by one or more global Notes, the Issuer will discharge its payment obligations under the Notes by making payments to the common depositary for Euroclear and Clearstream, Luxembourg for distribution to their accountholders. A holder of a beneficial interest in a global Note must rely on the procedures of Euroclear and Clearstream, Luxembourg to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the global Notes.

Holders of beneficial interests in the global Notes will not have a direct right to vote in respect of the Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear and Clearstream, Luxembourg to appoint appropriate proxies.

Taxation.

Potential investors in the Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of those countries. In particular, investors should note that the Greek income taxation framework was reformed by virtue of Law 4172/2013, effective as at 1 January 2014, as amended from time to time. Please see "*Taxation*" for further details. Little precedent exists as to the application of this framework. Further, non-Greek tax residents may have to submit a declaration of non-residence or produce documentation evidencing non-residence in order to claim any exemption under applicable tax laws of Greece.

RISKS RELATING TO THE MARKET GENERALLY

An active secondary trading market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell its Notes

The Notes may have no established trading market when issued, and one may never develop. If a market for the Notes does develop, it may not be very liquid and may be sensitive to changes in financial markets. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case should the Issuer be in financial distress, which may result in any sale of the Notes having to be at a substantial discount to their principal amount. Illiquidity may have a severely adverse effect on the market value of the Notes.

Furthermore, although application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange's Euro MTF Market, there is no assurance that such application will be accepted, that the Notes will be so admitted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for the Notes.

Difference between the Notes and bank deposits

An investment in the Notes may give rise to higher yields than a bank deposit. However, an investment in the Notes carries risks which are very different from the risks associated with a bank deposit, with the higher yield of the Notes generally attributable to the greater risks associated with investment in the Notes. Holders may lose all or some of their investment in the Notes.

The Notes are expected to be less liquid than bank deposits. Bank deposits are generally repayable on demand, or with notice from the depositors, whereas holders of the Notes have no ability to require early repayment of their investment other than in an event of default (see Condition 8). Furthermore, although the Notes are transferable, the Notes may have no established trading market when issued, and one may never develop. See "*An active secondary trading market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell its Notes*".

If an investor holds Notes which are not denominated in the investor's home currency, it will be exposed to movements in exchange rates adversely affecting the value of its holding. In addition, the imposition of exchange controls in relation to the Notes could result in an investor not receiving payments on the Notes

The Issuer will pay principal and interest on the Notes in euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to euro would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency-equivalent value of the principal payable on the Notes and (3) the Investor's Currency-equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the Issuer to make payments in respect of the Notes. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Credit ratings assigned to the Notes may not reflect all the risks associated with an investment in the Notes

S&P and Moody's are expected to assign credit ratings to the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the relevant rating agency at any time.

In addition, rating agencies may assign unsolicited ratings to the Notes. In such circumstances, there can be no assurance that the unsolicited rating(s) will not be lower than the comparable solicited ratings assigned to the Notes, which could adversely affect the market value and liquidity of the Notes.

GENERAL DESCRIPTION OF THE NOTES

The following general description of the Notes does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular.

Words and expressions defined in "*Form of the Notes and Summary of Provisions Relating to the Notes While in Global Form*" and "*Terms and Conditions of the Notes*" shall have the same meanings in this section.

Issuer:	Alpha Bank S.A. Alpha Bank S.A. is incorporated and registered in the Hellenic Republic as a public company under Law 4548/2018, incorporated with limited liability (with GEMI number 159029160000 and Tax Identification Number 996807331) for the period ending 2100.
Issuer Legal Entity Identifier (LEI):	213800DBQIB6VBNU5C64
Joint Lead Managers:	BNP Paribas BofA Securities Europe SA Citigroup Global Markets Europe AG Commerzbank Aktiengesellschaft Morgan Stanley Europe SE
Co-Manager:	Alpha Finance Investment Services Single Member S.A.
Notes:	€500,000,000 Fixed Rate Reset Senior Preferred Notes due 2028
Issue Price:	99.376 per cent.
Issue Date:	23 September 2021
Reset Date:	23 March 2027
Maturity Date:	23 March 2028
Use of Proceeds:	The net proceeds from the issue of the Notes will be used by the Issuer for the general corporate and financing purposes of the Group and to further strengthen its MREL base.
Fiscal Agent and Calculation Agent:	Citibank, N.A., London Branch
Noteholders Agent:	AXIA Ventures Group Ltd
Paying Agent:	Banque Internationale à Luxembourg S.A.
Luxembourg Listing Agent:	Banque Internationale à Luxembourg S.A.
Form and Denomination:	The Notes will be issued in bearer form, as described in "*Form of the Notes and Summary of Provisions Relating to the Notes While in Global Form*" below, in the denominations of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000.
Status:	The Notes and the relative Coupons constitute direct,

unconditional, unsecured and unsubordinated obligations of the Issuer which will at all times rank: (i) *pari passu* without any preference among themselves; (ii) at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for such obligations as may be preferred (with a higher ranking) by mandatory provisions of applicable law in terms of ranking compared to the Notes); and (iii) in priority to any present and future claims in respect of any obligations of the Issuer which rank or are expressed to rank junior to the Notes including (without limitation) in respect of (I) any Senior Non-Preferred Liabilities, (II) all present and future subordinated obligations of the Issuer and (III) the share capital of the Issuer, all as further described in the Conditions.

No Set-off: Subject to applicable law, no holder may exercise or claim any right of Set-off in respect of any amount owed to it by the Issuer arising under or in connection with the Notes or thereto, and each holder shall, by virtue of its subscription, purchase or holding of any Note, be deemed to have waived irrevocably all such rights of Set-off.

Interest: The Notes will bear interest on their outstanding principal amount:

(a) from (and including) the Interest Commencement Date to (but excluding) the Reset Date at the rate of 2.500 per cent. per annum; and

(b) from (and including) the Reset Date to (but excluding) the Maturity Date at the rate per annum equal to the Reset Rate of Interest,

(in each case rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) payable, in each case, in arrear on 23 March in each year from (and including) 23 March 2022 (short first interest period) to (and including) the Maturity Date.

Benchmark Replacement: Upon the occurrence of a Benchmark Event (as defined in the Conditions), the provisions of Condition 3(c) will apply to the determination of the Rate of Interest for the Notes.

Redemption: The Notes are redeemable at the option of the Issuer, having given not more than 30 days' nor less than 15 days' notice and subject to certain other conditions as further described in the Conditions, on the Reset Date at their principal amount together with unpaid interest accrued to (but excluding) the date of redemption.

Subject to giving not more than 30 days' and not less than 15 days' notice, and subject to certain other conditions as

	further described in the Conditions, the Notes may also be redeemed at the option of the Issuer for taxation reasons or following an MREL Disqualification Event at their principal amount together with unpaid interest accrued to (but excluding) the date of redemption. The Notes may not be redeemed at the option of the Noteholders and may only be redeemed by the Issuer with the permission of the Relevant Resolution Authority and otherwise in accordance with the MREL Requirements, to the extent, and in the manner, then required by the MREL Requirements. Unless previously redeemed or purchased and cancelled, each Note is expected to be redeemed by the Issuer at its principal amount on the Maturity Date.
Substitution and Variation:	If an MREL Disqualification Event has occurred and is continuing or any of the events described in Condition 4(b) has occurred and is continuing or in order to ensure the effectiveness and enforceability of Condition 16, then the Issuer may, subject as provided in Condition 4(h), substitute all (but not some only) of the Notes for, or vary the terms of all (but not some only) of the Notes so that the Notes remain or become, Qualifying Notes.
Purchase:	The Issuer, Alpha Holdings or any of Alpha Holdings' other Subsidiaries may (subject to Condition 4(g)) purchase Notes in any manner and at any price.
Events of Default:	If default is made in the payment of any amount due in respect of the Notes on the due date and such default continues for a period of 14 days, any Noteholder may, to the extent allowed under applicable law, institute proceedings for the winding-up of the Issuer. If, otherwise than for the purposes of a reconstruction or amalgamation on terms previously approved by Extraordinary Resolution of the Noteholders, an order is made or an effective resolution is passed for the dissolution and liquidation, special liquidation in the sense of the Greek Special Liquidation Rules and/or winding-up (as the case may be and to the extent applicable) of the Issuer, any Noteholder may, by written notice to the Issuer (with a copy to the Agent), declare such Note to be due and payable whereupon the same shall become immediately due and payable at its principal amount, together with unpaid interest accrued to (but excluding) the date of redemption unless such Event of Default shall have been remedied prior to receipt of such notice by the Issuer.
Taxation:	All payments in respect of the Notes and Coupons will be made without withholding or deduction for or on account of

	Taxes imposed by a Taxing Jurisdiction unless required by law, as further described in the Conditions. In such event, the Issuer will, save in certain limited circumstances provided in Condition 7, be required to pay such additional amounts in respect of interest as will result in the receipt by the Noteholders of such amounts of interest as would have been receivable by them had no such withholding or deduction been required. **Prospective purchasers of the Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposal of the Notes.**
Governing Law:	The Notes and the Coupons and all non-contractual obligations arising out of or in connection with each of them are governed by English law except that Conditions 2, 14 and 16 are governed by and shall be construed in accordance with Greek law.
Ratings:	The Issuer has been rated B+ by S&P, Caa1 by Moody's and CCC+ by Fitch. The Notes are expected to be rated B+ by S&P and Caa1 by Moody's. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
Listing and Admission to Trading:	Application has been made for the Notes to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange's Euro MTF market. Such listing and admission to trading are expected to occur as of the Issue Date or as soon as practicable thereafter.
Clearing Systems:	Euroclear and Clearstream, Luxembourg
Selling Restrictions:	There are restrictions on the offer, sale and transfer of the Notes in the United States, the UK, Singapore and the EEA (including Greece and Italy). See "*Subscription and Sale*" below.
Prohibition of Sales to EEA and UK Retail Investors:	The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to a retail investor in the EEA or in the UK.
United States Selling Restrictions:	Regulation S; Category 2. TEFRA D
Risk Factors:	There are certain factors that may affect the Bank's ability to fulfil its obligations under the Notes. See "*Risk Factors*" above.

ISIN and Common Code:	ISIN: XS2388172855 Common Code: 238817285

DOCUMENTS INCORPORATED BY REFERENCE

The following documents shall be incorporated by reference in, and form part of, this Offering Circular:

1. Annual report of Alpha Holdings (previously known as Alpha Bank S.A.) for the year ended 31 December 2020 (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/apotelesmata/20210323-fy-oikonomikes-katastaseis-en.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the financial year ended 31 December 2020 for Alpha Holdings, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 91;
Balance Sheet	page 357;
Consolidated Income Statement	page 89;
Income Statement	page 355;
Consolidated Statement of Comprehensive Income	page 90;
Statement of Comprehensive Income	page 356;
Consolidated Statement of Changes in Equity	pages 92 to 93;
Statement of Changes in Equity	page 358;
Consolidated Statement of Cash Flows	page 94;
Statement of Cash Flows	page 359;
Notes to the Group Financial Statements	pages 95 to 352;
Notes to the Financial Statements	pages 360 to 576;
Independent Auditors' Report	pages 79 to 86; and
Appendix relating to Alternative Performance Measures	pages 577 to 578

2. Annual report of Alpha Holdings (previously known as Alpha Bank S.A.) for the year ended 31 December 2019 (available at https://www.alpha.gr/-/media/alphagr/files/group/apotelesmata/2019-fy/20200327-fy-oikonomikes-katastaseis-en.pdf?la=en&hash=A910374E011BD7532DA08A1B915A9B01E363EB77) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the financial year ended 31 December 2019 for Alpha Holdings, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 83;
Balance Sheet	page 329;

Consolidated Income Statement	page 81;
Income Statement	page 327;
Consolidated Statement of Comprehensive Income	page 82;
Statement of Comprehensive Income	page 328;
Consolidated Statement of Changes in Equity	pages 84 to 85;
Statement of Changes in Equity	page 330;
Consolidated Statement of Cash Flows	page 86;
Statement of Cash Flows	page 331;
Notes to the Group Financial Statements	pages 87 to 324;
Notes to the Financial Statements	pages 332 to 532;
Independent Auditors' Report	pages 71 to 77; and
Appendix relating to Alternative Performance Measures	pages 533 to 535

3. Reviewed interim consolidated financial statements (produced in accordance with IFRS) for the six months ended 30 June 2021 (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/apotelesmata/h12021/20210826-h1-oikonomikes-katastaseis-en.pdf) for Alpha Holdings, including the information set out at the following pages in particular:

Interim Consolidated Income Statement	page 37;
Interim Consolidated Balance Sheet	page 39;
Interim Consolidated Statement of Comprehensive Income	page 38;
Interim Consolidated Statement of Changes in Equity	pages 40 to 31;
Interim Consolidated Statement of Cash Flows	page 42;
Notes to the Condensed Interim Consolidated Financial Statements	pages 43 to 196;
Independent Auditors' Review Report	pages 33 to 34; and
Appendix relating to Alternative Performance Measures	page 197

and which separately includes the following:

(i) the standalone and the consolidated statements of the financial position of the Issuer as at each of 16 April 2021 and 30 June 2021; and

(ii) the standalone and the consolidated profit and loss statements of the Issuer covering the period from 16 April 2021 to 30 June 2021

4. The following documents relating to the Hive Down (as defined below):

(i) the Draft Demerger Deed dated 15 September 2020 (available at https://www.alpha.gr/-/media/alphagr/pdf-files/enimerosi-ependiton/etairikos-metasximatismos/draft-demerger-deed.pdf?la=en&hash=35EA99DF8CBEAC3BC417132FEAA107211C3FD427);

(ii) the Transformation Balance Sheet as at 30 June 2020 (available at https://www.alpha.gr/-/media/alphagr/pdf-files/enimerosi-ependiton/etairikos-metasximatismos/transformation-balance-sheet.pdf?la=en&hash=B27A866036BC036524315F365DDD890652FE1E9C);

(iii) the report of the Bank's Board of Directors to the General Meeting of the Shareholders pursuant to article 61 of law 4601/2019 (available at https://www.alpha.gr/-/media/alphagr/pdf-files/enimerosi-ependiton/etairikos-metasximatismos/report-of-the-alpha-bank-bod-to-the-gm.pdf?la=en&hash=54003686BBAA973A1468DD5E6365DECC479BE3A2); and

(iv) the report of KPMG Certified Auditors S.A. on the verification of the book value of the net assets and liabilities of the hive-down banking business sector of Alpha Holdings (previously known as Alpha Bank S.A.) as at 30 June 2020 and on the examination of the Draft Demerger Deed, in accordance with the provisions of law 2515/1997 and law 4601/2019 (available at https://www.alpha.gr/-/media/alphagr/pdf-files/enimerosi-ependiton/etairikos-metasximatismos/verification-report-of-kpmg.pdf?la=en&hash=71BEDDDFC479C434AE98AAC05C23E821C1444F84)

5. The following parts of Alpha Holdings' (previously known as Alpha Bank S.A.) press release dated 22 February 2021 relating to Project Galaxy (available at https://www.alpha.gr/-/media/alphagr/files/group/press-releases/2021/20210222_deltio_typou_en.pdf):

(i) page 1 (other than the quote from the Issuer's CEO);

(ii) page 2; and

(iii) the first sentence of page 3.

6. The following parts of Alpha Holdings' (previously known as Alpha Bank S.A.) press release dated 22 June 2021 relating to Project Galaxy (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/etairikes-anakoinwseis/20210622etairiki-anakoinosi-en.pdf):

(i) page 1; and

(ii) the paragraph headed "*Galaxy Notes*" on page 2.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Offering Circular.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Offering Circular shall not form part of this Offering Circular.

All documents incorporated by reference in this Offering Circular will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu). Please also refer to "*General Information – Documents Available*".

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions of the Notes which (subject to modification) will be endorsed on each Note in definitive form (if issued):

The issue of the €500,000,000 Fixed Rate Reset Senior Preferred Notes due 2028 (the "**Notes**", which expression shall, unless the context otherwise requires, include any further Notes issued pursuant to Condition 15 and forming a single series with the Notes) of Alpha Bank S.A. (the "**Issuer**") was authorised by a resolution of the Board of Directors of the Issuer passed on 26 August 2021. The Notes are issued subject to and with the benefit of an Agency Agreement dated 23 September 2021 (such agreement as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**") made between the Issuer, Citibank, N.A., London Branch as agent (the "**Agent**") and as calculation agent (the "**Calculation Agent**") and the other initial paying agents named in the Agency Agreement (together with the Agent, the "**Paying Agents**").

The statements in these terms and conditions (the "**Conditions**" and references to a numbered "**Condition**" shall be construed accordingly) include summaries of, and are subject to, the detailed provisions of and definitions in the Agency Agreement. Copies of the Agency Agreement are available for inspection or collection during normal business hours by the holders of the Notes (the "**Noteholders**" or the "**holders**") and the holders of interest coupons appertaining to the Notes (the "**Couponholders**" and the "**Coupons**") upon reasonable request at the specified office of each of the Paying Agents and the Noteholders Agent (as defined below) or may be provided by email to a Noteholder or Couponholder following their prior written request to any Paying Agent and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent). The Noteholders and the Couponholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Agency Agreement applicable to them. References in these Conditions to the Agent and the Paying Agents shall include any successor appointed under the Agency Agreement.

For the purposes of articles 59 to 74 (inclusive) of Law 4548/2018 and article 14 of Law 3156/2003 (together, the "**Greek Bond Laws**") the Issuer has appointed AXIA Ventures Group Ltd as an agent of the Noteholders (the "**Noteholders Agent**").

Words and expressions defined in the Agency Agreement shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated.

In these Conditions, "**euro**" means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

1. FORM, DENOMINATION AND TITLE

(a) Form and Denomination

The Notes are serially numbered and in bearer form in the denominations of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000, each with Coupons attached on issue. No definitive Notes will be issued with a denomination above €199,000. Notes of one denomination may not be exchanged for Notes of any other denomination.

(b) Title

Title to the Notes and the Coupons passes by delivery. The Issuer, any Paying Agent, the Calculation Agent and the Noteholders Agent will (except as ordered by a court of competent jurisdiction or as otherwise required by law) deem and treat the bearer of any Note or Coupon as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it, any writing on it, or its theft or loss) and shall not be required to obtain any proof thereof or as to the identity of such bearer.

2. STATUS OF THE NOTES; NO SET-OFF

(a) Status of the Notes

The Notes and the relative Coupons constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer which will at all times rank:

(i) *pari passu* without any preference among themselves;

(ii) at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for such obligations as may be preferred (with a higher ranking) by mandatory provisions of applicable law in terms of ranking compared to the Notes); and

(iii) in priority to any present and future claims in respect of any obligations of the Issuer which rank or are expressed to rank junior to the Notes including (without limitation) in respect of (I) any Senior Non-Preferred Liabilities (as defined below), (II) all present and future subordinated obligations of the Issuer and (III) the share capital of the Issuer.

(b) No Set-off

Subject to applicable law, no holder may exercise or claim any right of Set-off (as defined below) in respect of any amount owed to it by the Issuer arising under or in connection with the Notes or thereto, and each holder shall, by virtue of its subscription, purchase or holding of any Note, be deemed to have waived irrevocably all such rights of Set-off. Notwithstanding the provision of the foregoing sentence, to the extent that any Set-off takes place, whether by operation of law or otherwise, between: (y) any amount owed by the Issuer to a holder arising under or in connection with the Notes; and (z) any amount owed to the Issuer by such holder, such holder will immediately transfer such amount which is Set Off to the Issuer or, in the event of its dissolution and liquidation, special liquidation in the sense of article 145 of Greek law 4261/2014 (the "**Greek Special Liquidation Rules**") and/or winding-up (as the case may be and to the extent applicable), the liquidator, special liquidator or other relevant insolvency official (as the case may be and to the extent applicable) of the Issuer, to be held on behalf and for the benefit of the Higher Ranking Creditors.

(c) Definitions

"**CRR**" means Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on the prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, as amended by Regulation (EU) 2019/876 of 20 May 2019 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements, and as may be further amended or replaced from time to time.

"**Higher Ranking Creditors**" means creditors of the Issuer whose claims rank or are expressed to rank in priority (including creditors in respect of obligations that may rank higher in priority by mandatory provisions of applicable law) to the claims of the Noteholders (whether only in the dissolution and liquidation, special liquidation in the sense of the Greek Special Liquidation Rules and/or winding-up (as the case may be and to the extent applicable) of the Issuer or otherwise).

"**Senior Non-Preferred Liabilities**" means any present and future claims in respect of unsecured and unsubordinated obligations of the Issuer which meet the requirements of article 145A paragraph 1(ι) (former paragraph 1.a) of Greek law 4261/2014, or which rank or are expressed to rank *pari passu* with such claims (including, but not limited to, the unsecured and unsubordinated obligations of the Issuer

under debt instruments issued prior to 18 December 2018 (being the date of introduction of paragraph 1.a in article 145A of Greek law 4261/2014)).

"**Set-off**" means set-off, netting, counterclaim, abatement or other similar remedy and, if "Set Off" is used as a verb in these Conditions, it shall be construed accordingly.

3. INTEREST

(a) Interest on the Notes

(i) Rates of Interest and Interest Payment Dates

Each Note bears interest on its outstanding principal amount:

(A) from (and including) 23 September 2021 (the "**Interest Commencement Date**") to (but excluding) 23 March 2027 (the "**Reset Date**") at the rate of 2.500 per cent. per annum (the "**Initial Rate of Interest**"); and

(B) from (and including) the Reset Date to (but excluding) the Maturity Date (as defined below) at the rate per annum equal to the Reset Rate of Interest (as defined below),

(in each case rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) payable, in each case, in arrear on 23 March in each year (each an "**Interest Payment Date**") from (and including) 23 March 2022 to (and including) the Maturity Date.

The Rate of Interest and the amount of interest (the "**Interest Amount**") payable shall be determined by the Calculation Agent, (A) in the case of the Reset Rate of Interest, at or as soon as practicable after the Reset Rate of Interest is to be determined, and (B) in the case of the Interest Amount, in accordance with the provisions for calculating amounts of interest set out in Condition 3(b) below.

In these Conditions:

"**Margin**" means 2.849 per cent. per annum;

"**Mid-Market Swap Rate**" means the mean of the bid and offered rates for the fixed leg payable on an annual basis (calculated on the day count basis customary for fixed rate payments in euro, as determined by the Calculation Agent) of a fixed-for-floating interest rate swap transaction in euro which transaction (i) has a term equal to the Reset Period and commencing on the Reset Date, (ii) is in an amount that is representative for a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market and (iii) has a floating leg based on 6-month EURIBOR (calculated on the day count basis customary for floating rate payments in euro, as determined by the Calculation Agent);

"**Mid-Market Swap Rate Quotation**" means a quotation (expressed as a percentage rate per annum) for the relevant Mid-Market Swap Rate;

"**Rate of Interest**" means the Initial Rate of Interest or the Reset Rate of Interest, as applicable;

"**Reference Banks**" means the principal office in the Eurozone of four major banks in the swap, money, securities or other market most closely connected with the Reset Reference Rate, as selected by the Issuer on the advice of an investment bank of international repute;

"**Reset Business Day**" means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in each of Athens and London and which is a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) payment system which utilises a single shared platform and which was launched on 19 November 2007 (the "**TARGET2 System**") is open;

"**Reset Determination Date**" means the second Reset Business Day prior to the Reset Date;

"**Reset Period**" means the period from (and including) the Reset Date until (but excluding) the Maturity Date;

"**Reset Rate of Interest**" means, in respect of the Reset Period and subject to Condition 3(a)(ii), the rate of interest determined by the Calculation Agent on the Reset Determination Date as the sum of (A) the Reset Reference Rate and (B) the Margin;

"**Reset Reference Rate**" means, in relation to the Reset Determination Date and subject to Condition 3(a)(ii), the rate for euro swaps: (i) with a term equal to the Reset Period; and (ii) commencing on the Reset Date, which appears on Reuters screen page "EURSFIXA" or such replacement page on that service which displays the information (the "**Relevant Screen Page**"), as at approximately 11.00 a.m. (Brussels time) on the Reset Determination Date, all as determined by the Calculation Agent.

(ii) Fallbacks

Subject as provided in Condition 3(c), if on the Reset Determination Date the Relevant Screen Page is not available or the Reset Reference Rate does not appear on the Relevant Screen Page, the Calculation Agent shall request each of the Reference Banks to provide the Calculation Agent with its Mid-Market Swap Rate Quotation as at approximately 11.00 a.m. (Brussels time) on the Reset Determination Date.

If two or more of the Reference Banks provide the Calculation Agent with Mid-Market Swap Rate Quotations, the Reset Rate of Interest shall be the sum of the arithmetic mean (rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) of the relevant Mid-Market Swap Rate Quotations and the Margin, all as determined by the Calculation Agent.

If on the Reset Determination Date only one of the Reference Banks provides the Calculation Agent with a Mid-Market Swap Rate Quotation as provided in the foregoing provisions of this Condition 3(a)(ii), the Reset Rate of Interest shall be the sum (rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) of the relevant Mid-Market Swap Rate Quotation and the Margin, all as determined by the Calculation Agent.

If on the Reset Determination Date none of the Reference Banks provides the Calculation Agent with a Mid-Market Swap Rate Quotation as provided in the foregoing provisions of this Condition 3(a)(ii), the Reset Rate of Interest shall be the sum of the last observable mid-swap rate with an equivalent term and currency to the Reset Reference Rate which appeared on the Relevant Screen Page and the Margin, all as determined by the Calculation Agent.

(iii) Notification of Reset Rate of Interest and Interest Amount

The Calculation Agent will cause the Reset Rate of Interest and, in respect of the Reset Period, the Interest Amount payable on each Interest Payment Date falling in the Reset Period to be notified to the Issuer, the Agent and to any stock exchange (or to a listing agent for onwards

communication to a stock exchange) on which the Notes are for the time being listed and notice thereof to be published in accordance with Condition 12 as soon as possible after their determination but in no event later than the fourth London Business Day (as defined below) thereafter.

For the purpose of these Conditions:

"**London Business Day**" means a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets are open for general business in London.

(iv) Certificates to be final

All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 3(a) shall (in the absence of manifest error) be binding on the Issuer, the Calculation Agent, the Agent, the other Paying Agents and all Noteholders and Couponholders and no liability to the Noteholders, the Couponholders or (subject to the provisions of the Agency Agreement) the Issuer shall attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

(b) Calculation of Interest Amounts

The Interest Amount payable for each Note shall be calculated per €1,000 in principal amount thereof (the "**Calculation Amount**") and shall be calculated in respect of any period by:

(i) applying the Rate of Interest to the Calculation Amount;

(ii) multiplying such sum by the Day Count Fraction; and

(iii) rounding the resultant figure to the nearest cent, half of one cent being rounded upwards.

The Interest Amount payable in respect of a Note shall be the product of such rounded figure and the amount by which the Calculation Amount is multiplied to reach the denomination of the relevant Note, without any further rounding.

For the purpose of these Conditions:

"**Day Count Fraction**" means, in respect of the calculation of an Interest Amount for any period of time (the "**Calculation Period**"), the actual number of days in the Calculation Period divided by the actual number of days in the Regular Period during which the Calculation Period falls; and

"**Regular Period**" means each period from (and including) 23 March to (but excluding) 23 March in the next year.

(c) Benchmark Replacement

If, notwithstanding the provisions of Condition 3(a), the Issuer determines that a Benchmark Event has occurred when any Rate of Interest (or component thereof) remains to be determined by reference to an Original Reference Rate, then the following provisions shall apply to the Notes:

(A) the Issuer shall use reasonable endeavours, as soon as reasonably practicable, to appoint an Independent Adviser to determine:

I. a Successor Reference Rate; or

II. if such Independent Adviser fails so to determine a Successor Reference Rate, an Alternative Reference Rate,

and, in each case, an Adjustment Spread (in any such case, acting in good faith and in a commercially reasonable manner) no later than the relevant IA Determination Cut-off Date for the purposes of determining the Rate of Interest (or the relevant component part thereof) for all relevant future payments of interest on the Notes for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by references to such Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(c));

(B) if the Issuer is unable to appoint an Independent Adviser, or the Independent Adviser appointed by the Issuer fails to determine a Successor Reference Rate or an Alternative Reference Rate (as applicable) prior to the relevant IA Determination Cut-off Date, the Issuer (acting in good faith and in a commercially reasonable manner) may determine:

I. a Successor Reference Rate; or

II. if the Issuer fails so to determine a Successor Reference Rate, an Alternative Reference Rate,

and, in each case, an Adjustment Spread no later than the Issuer Determination Cut-off Date, for the purposes of determining the Rate of Interest (or the relevant component part thereof) for all relevant future payments of interest on the Notes for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to such Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(c)). Without prejudice to the definitions thereof, for the purposes of determining any Alternative Reference Rate and the relevant Adjustment Spread, the Issuer will take into account any relevant and applicable market precedents as well as any published guidance from relevant associations involved in the establishment of market standards and/or protocols in the international debt capital markets;

(C) if a Successor Reference Rate or, failing which, an Alternative Reference Rate (as applicable) and, in either case, an Adjustment Spread is determined by the relevant Independent Adviser or the Issuer (as applicable) in accordance with this Condition 3(c):

I. such Successor Reference Rate or Alternative Reference Rate (as applicable) shall subsequently be used in place of the relevant Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all relevant future payments of interest on the Notes for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to the relevant Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(c));

II. such Adjustment Spread shall be applied to such Successor Reference Rate or Alternative Reference Rate (as the case may be) for all such relevant future payments of interest on the Notes (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(c)); and

III. the relevant Independent Adviser or the Issuer (as applicable) (acting in good faith and in a commercially reasonable manner) may in its discretion specify:

(i) changes to these Conditions in order to follow market practice in relation to such Successor Reference Rate or Alternative Reference Rate (as applicable), including, but not limited to, (1) the Day Count Fraction, the definition of "Reference Banks", the Relevant Screen Page, the Reset Determination Date, the Reset Reference Rate and/or the Interest Payment Dates applicable to the Notes and (2) the method for determining the fallback to the Rate of Interest in relation to the Notes if such Successor Reference Rate or Alternative Reference Rate (as applicable) is not available; and

(ii) any other changes which the relevant Independent Adviser or the Issuer (as applicable) determines are reasonably necessary to ensure the proper operation and comparability to the relevant Original Reference Rate of such Successor Reference Rate or Alternative Reference Rate (as applicable),

which changes shall apply to the Notes for all relevant future payments of interest on the Notes for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to the relevant Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(c)); and

(D) promptly following the determination of any Successor Reference Rate or Alternative Reference Rate (as applicable) and the relevant Adjustment Spread, the Issuer shall give notice thereof and of any changes (and the effective date thereof) pursuant to Condition 3(c)(C)(III) to the Agent, the Calculation Agent and the Noteholders in accordance with Condition 12.

The Agent and any other agents party to the Agency Agreement shall, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions as may be required in order to give effect to the application of this Condition 3(c). No consent of the Noteholders shall be required in connection with effecting the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) and, in either case, the relevant Adjustment Spread as described in this Condition 3(c) or such other relevant changes pursuant to Condition 3(c)(C)(III), including for the execution of any documents or the taking of other steps by the Issuer or any of the parties to the Agency Agreement.

If a Successor Reference Rate or an Alternative Reference Rate and/or, in either case, an Adjustment Spread is not determined pursuant to the operation of this Condition 3(c) prior to the relevant Issuer Determination Cut-off Date, then the Rate of Interest for the Reset Period shall be determined by reference to the fallback provisions of Condition 3(a)(ii) and the Issuer shall give notice thereof to the Agent, the Calculation Agent and the Noteholders in accordance with Condition 12 by no later than the Issuer Determination Cut-off Date.

Notwithstanding any other provision of this Condition 3(c), none of the Agent, the Calculation Agent or any Paying Agent shall be obliged to concur with the Issuer or the Independent Adviser in respect of any changes or amendments as contemplated under this Condition 3(c) which, in the sole opinion of the Agent, the Calculation Agent or a Paying Agent (as the case may be) would have the effect of increasing the obligations, responsibilities, liabilities or duties, or reducing the rights or protections, of such party in the Agency Agreement and/or these Conditions.

Notwithstanding any other provision of this Condition 3(c), if in the Agent's opinion there is any uncertainty in making any determination or calculation under this Condition 3(c), the Agent shall promptly notify the Issuer and/or the Independent Adviser thereof and the Issuer shall direct the Agent

in writing as to which course of action to adopt. If the Agent is not promptly provided with such direction, or is otherwise unable to make such calculation or determination for any reason, it shall notify the Issuer and/or the Independent Adviser (as the case may be) thereof and the Agent shall be under no obligation to make such calculation or determination and shall not incur any liability for not doing so.

For the avoidance of doubt, neither the Agent nor the Calculation Agent shall be obliged to monitor or enquire as to whether a Benchmark Event has occurred or have any liability in respect thereto. The Calculation Agent shall be entitled to rely conclusively on any determinations made by the Issuer or the Independent Adviser (as the case may be) and shall have no liability for any action it takes at the direction of the Issuer or the Independent Adviser (as the case may be).

Notwithstanding any other provision of this Condition 3(c) no Successor Reference Rate or Alternative Reference Rate (as applicable) will be adopted, and no other amendments to the terms of the Notes will be made pursuant to this Condition 3(c), if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to:

(i) prejudice the qualification of the Notes as MREL-Eligible Liabilities; and/or

(ii) result in the Relevant Resolution Authority treating the next Interest Payment Date or the Reset Date, as the case may be, as the effective maturity of the Notes, rather than the Maturity Date.

(d) Accrual of Interest

Each Note will cease to bear interest (if any) from the due date for its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused. In such event, interest will continue to accrue thereon (as well after as before any demand or judgment) at the rate then applicable to the principal amount of the Notes until whichever is the earlier of (1) the date on which all amounts due in respect of such Note have been paid, and (2) the date on which, the Agent having received the funds required to make such payment, notice is given to the Noteholders in accordance with Condition 12 of that circumstance (except to the extent that there is failure in the subsequent payment thereof to the relevant Noteholder).

(e) Definitions

"**Adjustment Spread**" means either (a) a spread (which may be positive, negative or zero) or (b) a formula or methodology for calculating a spread, in either case which is to be applied to the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

(A) in the case of a Successor Reference Rate, is formally recommended in relation to the replacement of the relevant Original Reference Rate with the relevant Successor Reference Rate by any Relevant Nominating Body; or

(B) in the case of an Alternative Reference Rate or (where (A) above does not apply) in the case of a Successor Reference Rate, the relevant Independent Adviser or the Issuer (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the relevant Original Reference Rate, where such rate has been replaced by such Successor Reference Rate or such Alternative Reference Rate (as applicable); or

(C) in the case of an Alternative Reference Rate (where (B) above does not apply) or in the case of a Successor Reference Rate (where neither (A) nor (B) above applies), the relevant

Independent Adviser or the Issuer (as applicable) determines is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by such Alternative Reference Rate or such Successor Reference Rate (as applicable).

If the relevant Independent Adviser or the Issuer (as applicable) determines that none of (A), (B) and (C) above applies, the Adjustment Spread shall be deemed to be zero.

"**Alpha Holdings**" means Alpha Services and Holdings S.A.

"**Alternative Reference Rate**" means the rate that the relevant Independent Adviser or the Issuer (as applicable) determines has replaced the relevant Original Reference Rate in customary market usage in the international debt capital markets for the purposes of determining rates of interest (or the relevant component part thereof) in respect of debt securities denominated in euro and of a comparable duration to the Reset Period, or in any case, if such Independent Adviser or the Issuer (as applicable) determines that there is no such rate, such other rate as such Independent Adviser or the Issuer (as applicable) determines in its discretion is most comparable to the relevant Original Reference Rate.

"**Benchmark Event**" means, with respect to an Original Reference Rate:

(A) such Original Reference Rate ceasing to be published for at least five Reset Business Days or ceasing to exist or be administered; or

(B) the later of (1) the making of a public statement by the administrator of such Original Reference Rate that it will, on or before a specified date, cease publishing such Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such Original Reference Rate) and (2) the date falling six months prior to the specified date referred to in (B)(1); or

(C) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that such Original Reference Rate has been permanently or indefinitely discontinued; or

(D) the later of (1) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that such Original Reference Rate will, on or before a specified date, be permanently or indefinitely discontinued and (2) the date falling six months prior to the specified date referred to in (D)(1); or

(E) the later of (1) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that means such Original Reference Rate will be prohibited from being used on or before a specified date and (2) the date falling six months prior to the specified date referred to in (E)(1); or

(F) it has or will prior to the Reset Determination Date become unlawful for the Issuer, the Calculation Agent or any other party responsible for calculating the Rate of Interest to calculate any payments due to be made to any Noteholders using such Original Reference Rate; or

(G) the making of a public statement by the supervisor of the administrator of such Original Reference Rate announcing that such Original Reference Rate is no longer representative or may no longer be used.

"**Group**" means the Issuer and its Subsidiaries.

"**IA Determination Cut-off Date**" means the date that falls on the fifth Reset Business Day prior to the Reset Determination Date.

"**Independent Adviser**" means an independent financial institution of international repute or other independent financial adviser experienced in the international debt capital markets, in each case appointed by the Issuer at its own expense.

"**Issuer Determination Cut-off Date**" means the date that falls on the third Reset Business Day prior to the Reset Determination Date.

"**MREL-Eligible Liabilities**" means, at any time, eligible liabilities available to meet the Issuer's and/or the Group's (as applicable) minimum requirements for own funds and eligible liabilities under the applicable MREL Requirements.

"**MREL Requirements**" means, at any time, the laws, regulations, requirements, guidelines, rules, standards and policies relating to minimum requirements for own funds and eligible liabilities and/or loss-absorbing capacity instruments applicable to the Issuer and/or the Group at such time, including, without limitation to the generality of the foregoing, any delegated or implementing acts (such as regulatory technical standards) adopted by the European Commission and any regulations, requirements, guidelines, rules, standards and policies relating to minimum requirements for own funds and eligible liabilities and/or loss absorbing capacity instruments adopted by the Hellenic Republic, the Relevant Regulator or the Relevant Resolution Authority from time to time (whether or not such requirements, guidelines or policies are applied generally or specifically to the Issuer and/or the Group), as any of the preceding laws, regulations, requirements, guidelines, rules, standards, policies or interpretations may be amended, supplemented, superseded or replaced from time to time.

"**Original Reference Rate**" means the Reset Reference Rate (or any component part thereof) (provided that if, following one or more Benchmark Events, the Reset Reference Rate (or any Successor Reference Rate or Alternative Reference Rate which has replaced it) has been replaced by a (or a further) Successor Reference Rate or Alternative Reference Rate and a Benchmark Event subsequently occurs in respect of such Successor Reference Rate or Alternative Reference Rate, the term "Original Reference Rate" shall include any such Successor Reference Rate or Alternative Reference Rate).

"**Relevant Nominating Body**" means, in respect of an Original Reference Rate:

(A) the central bank for the currency to which such Original Reference Rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of such Original Reference Rate; or

(B) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (1) the central bank for the currency to which such Original Reference Rate relates, (2) any central bank or other supervisory authority which is responsible for supervising the administrator of such Original Reference Rate, (3) a group of the aforementioned central banks or other supervisory authorities, or (4) the Financial Stability Board or any part thereof.

"**Relevant Regulator**" means the European Central Bank or such other body or authority having primary supervisory authority with respect to the Issuer and/or the Group.

"**Relevant Resolution Authority**" means the resolution authority of the Hellenic Republic, the Single Resolution Board established pursuant to the SRM Regulation and/or any other authority entitled to exercise or participate in the exercise of any resolution power or loss absorption power from time to time.

"**SRM Regulation**" means Regulation (EU) No 806/2014 of the European Parliament and Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010, as amended by Regulation (EU) 2019/877 of the European Parliament and Council of 20 May 2019 and as further amended or replaced from time to time.

"**Subsidiary**" means, in respect of an entity (the "**First Entity**") at any particular time, any other entity: (a) whose affairs and policies the First Entity controls or has the power to control, whether by ownership of share capital, contract, the power to appoint or remove members of the governing body of such entity or otherwise; or (b) whose financial statements are, in accordance with applicable law and generally accepted accounting principles or standards, consolidated with those of the First Entity.

"**Successor Reference Rate**" means the rate that the relevant Independent Adviser or the Issuer (as applicable) determines is a successor to or replacement of the relevant Original Reference Rate which is formally recommended by any Relevant Nominating Body.

4. REDEMPTION AND PURCHASE; SUBSTITUTION AND VARIATION

(a) Redemption at Maturity

Unless previously redeemed or purchased and cancelled as specified below or (pursuant to Condition 4(h)) substituted, each Note will be redeemed by the Issuer at its principal amount on 23 March 2028 (the "**Maturity Date**"), together with unpaid interest accrued to (but excluding) the Maturity Date.

(b) Redemption for Tax Reasons

If, as a result of any amendment to or change in the laws or regulations of the Hellenic Republic or of any political subdivision thereof or any authority or agency therein or thereof having power to tax or any change in the application or official interpretation or administration of any such laws or regulations, which amendment or change becomes effective on or after the date of issue of the most recent tranche of the Notes:

(i) the Issuer would be required to pay additional amounts as provided in Condition 7; or

(ii) interest payments under or with respect to the Notes are no longer (partly or fully) deductible for tax purposes in the Hellenic Republic,

the Issuer may (subject to Condition 4(g)), at its option and having given no less than 15 days' and not more than 30 days' notice to the Agent, the Calculation Agent and the Noteholders Agent and, in accordance with Condition 12, the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of the outstanding Notes at their principal amount together with unpaid interest accrued to (but excluding) the date of redemption **provided that** in the case of redemption pursuant to subparagraph (i) above, no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

(c) Redemption following the occurrence of an MREL Disqualification Event

If the Issuer determines that an MREL Disqualification Event has occurred and is continuing, the Issuer may (subject to Condition 4(g)) at its option and having given no less than 15 days' and not more than 30 days' notice to the Agent, the Calculation Agent and the Noteholders Agent and, in accordance with Condition 12, the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of

the outstanding Notes at their principal amount together with unpaid interest accrued to (but excluding) the date of redemption. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

An "**MREL Disqualification Event**" shall be deemed to occur if, at any time, all or part of the aggregate outstanding principal amount of the Notes ceases to be included fully or partially in the MREL-Eligible Liabilities; provided that an MREL Disqualification Event shall not occur (a) where the relevant exclusion from the MREL-Eligible Liabilities is due to the remaining maturity of the Notes being less than any period prescribed by any applicable eligibility criteria under the MREL Requirements effective with respect to the Issuer and/or the Group on the date of issue of the most recent tranche of the Notes, or (b) where the relevant exclusion from the MREL-Eligible Liabilities is as a result of any applicable limitation on the amount of liabilities of the Issuer that may qualify as MREL-Eligible Liabilities.

(d) Redemption at the Option of the Issuer (Issuer Call)

The Issuer may (subject to Condition 4(g)), having given not more than 30 days' nor less than 15 days' notice to the Agent, the Calculation Agent and the Noteholders Agent and, in accordance with Condition 12, the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of the Notes then outstanding on the Reset Date at their principal amount together with unpaid interest accrued to (but excluding) the date of redemption. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

(e) Purchases

The Issuer, Alpha Holdings or any of Alpha Holdings' other Subsidiaries may (subject to Condition 4(g)) purchase Notes (together with all Coupons appertaining thereto) in any manner and at any price. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent for cancellation.

(f) Cancellation

All Notes which are redeemed or substituted will forthwith be cancelled (together with all unmatured Coupons attached thereto or surrendered therewith at the time of redemption). All Notes so cancelled and the Notes which are purchased and cancelled pursuant to Condition 4(e) above (together with all unmatured Coupons attached thereto or delivered therewith) shall be forwarded to the Agent and cannot be reissued or resold.

(g) Conditions to Substitution, Variation, Redemption and Purchase of the Notes

The redemption or purchase of the Notes in accordance with Conditions 4(b), 4(c), 4(d) or 4(e) above is subject to:

(i) the Issuer giving notice to the Relevant Resolution Authority and the Relevant Resolution Authority granting prior permission to redeem or purchase the Notes (in each case to the extent, and in the manner, then required by the MREL Requirements); and

(ii) compliance by the Issuer with any alternative or additional pre-conditions to redemption or purchase, as applicable, set out in the MREL Requirements (including any requirements applicable to such redemption or purchase due to the qualification of the Notes at such time (or previously, as the case may be) as MREL-Eligible Liabilities).

To the extent required by the MREL Requirements (including any requirements applicable to the modification, substitution or variation of the Notes due to the qualification of the Notes at such time as

MREL-Eligible Liabilities), any substitution or variation in accordance with Condition 4(h) or any modification (other than any modification which is made to correct a manifest error) of these Conditions or the Notes (as the case may be), or substitution of the Issuer as principal debtor under the Notes or the Agency Agreement (as the case may be), in each case pursuant to Condition 9 and/or Condition 13 (as the case may be), will only be permitted if the Issuer has first given notice to the Relevant Resolution Authority of such substitution, variation or modification (as the case may be), and the Relevant Resolution Authority has not objected to such substitution, variation or modification (as the case may be).

(h) Substitution and Variation

If at any time:

(i) an MREL Disqualification Event has occurred and is continuing; or

(ii) any of the events described in Condition 4(b) has occurred and is continuing or in order to ensure the effectiveness and enforceability of Condition 16,

the Issuer may, subject to compliance with Condition 4(g) (without any requirement for the consent or approval of the Noteholders) and having given not less than 30 nor more than 60 days' notice to the Noteholders, at any time either substitute all (but not some only) of the Notes, or vary the terms of all (but not some only) of the Notes (including, without limitation, changing the governing law of Condition 16) so that the Notes remain or, as appropriate, become, Qualifying Notes, provided that such variation or substitution does not itself give rise to any right of the Issuer to redeem the varied or substituted Notes.

Any notice provided in accordance with this Condition 4(h) shall be irrevocable and shall specify the relevant details of the manner in which such substitution or, as the case may be, variation shall take effect (including the date for such substitution or, as the case may be, variation) and where the Noteholders can inspect or obtain copies of the new terms and conditions of the Notes. Such substitution or, as the case may be, variation will be effected without any cost or charge to the Noteholders.

In connection with any substitution or variation in accordance with this Condition 4(h), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

In these Conditions:

"**Qualifying Notes**" means securities issued by the Issuer that:

(i) other than in respect of the effectiveness and enforceability of Condition 16 (including, without limitation, changing its governing law), have terms not materially less favourable to holders of the Notes as a class (as reasonably determined by the Issuer) than the terms of the Notes, and they shall also (A) contain terms which will result in such securities being MREL-Eligible Liabilities; (B) have a ranking at least equal to that of the Notes; (C) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the Notes; (D) have the same redemption rights and obligations as the Notes prior to the relevant substitution or variation pursuant to this Condition 4(h); (E) preserve any existing rights under the Notes to accrued and unpaid interest; (F) do not contain terms which provide for interest cancellation or deferral (but without prejudice to any acknowledgement of statutory resolution powers substantially similar to Condition 16); and (G) do not contain terms providing for loss absorption through principal write-down or conversion to ordinary

shares (but without prejudice to any acknowledgement of statutory resolution powers substantially similar to Condition 16); and

(ii) are listed or admitted to trading on a stock exchange commonly used in debt capital markets transactions in the international capital markets if the Notes were listed on such a stock exchange immediately prior to such variation or substitution.

5. PAYMENTS

(a) Method of Payment

Subject as provided below, payments will be made in euro by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee.

(b) Payments subject to Fiscal and other laws

Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in any jurisdiction, but without prejudice to the provisions of Condition 7, and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto.

(c) Presentation of Notes and Coupons

Payments of principal in respect of the Notes will (subject as provided below) be made in the manner provided in Condition 5(a) above only against presentation and surrender (or, in the case of part payment only, endorsement) of the Notes and payments of interest in respect of the Notes will (subject as provided below) be made as aforesaid against presentation and surrender (or, in the case of part payment only, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (as referred to below).

Upon the date on which any Note becomes due and repayable, unmatured Coupons relating thereto (whether or not attached) shall become void and no payment shall be made in respect thereof.

If the due date for redemption of any Note is not an Interest Payment Date, unpaid interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date shall be payable only against surrender of the relevant Note.

(d) Payment Day

If the date for payment of any amount in respect of any Note or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes "**Payment Day**" means any day which (subject to Condition 11) is:

(i) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the relevant place of presentation; and

(ii) a day on which the TARGET2 System is open.

(e) Interpretation of Principal and Interest

Any reference in these Conditions to principal in respect of the Notes shall be deemed to include any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in these Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 7.

6. AGENT AND PAYING AGENTS

The names of the initial Agent, the Calculation Agent and the other initial Paying Agents and their initial specified offices are set out below.

The Issuer is entitled to vary or terminate the appointment of the Calculation Agent or any Paying Agent and/or appoint an additional or other Calculation Agent or Paying Agents and/or approve any change in the specified office through which the Calculation Agent or any Paying Agent acts, **provided that**:

(i) so long as the Notes are listed on any stock exchange, there will at all times be a Paying Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange (or any other relevant authority);

(ii) there will at all times be a Paying Agent with a specified office in a city in continental Europe other than a city in the Hellenic Republic; and

(iii) there will at all times be an Agent and a Calculation Agent.

Notice of any variation, termination, appointment or change in the Calculation Agent or Paying Agents will be given to the Noteholders Agent and the Noteholders promptly by the Issuer in accordance with Condition 12.

7. TAXATION

All payments in respect of the Notes and Coupons payable by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed, collected, withheld, assessed or levied by or on behalf of the Hellenic Republic or any political subdivision thereof or any authority or agency therein or thereof having power to tax (a "**Taxing Jurisdiction**"), unless such withholding or deduction of such Taxes is required by law. In such event, the Issuer shall pay such additional amounts in respect of interest (but not, for the avoidance of doubt, principal) as may be necessary in order that the net amounts of interest received by the holders of the Notes or Coupons after such withholding or deduction shall equal the respective amount of interest which would otherwise have been receivable in respect of the Notes or Coupons, as the case may be, in the absence of such withholding or deduction; except that no such additional amounts shall be payable in respect of any Note or Coupon:

(i) presented for payment in the Hellenic Republic; or

(ii) presented for payment by or on behalf of, a Noteholder or Couponholder who is liable to such Taxes by reason of his having some connection with the Taxing Jurisdiction other than the mere holding of such Note or Coupon; or

(iii) presented for payment more than 30 days after the Relevant Date (as defined below), except to the extent that the relevant Noteholder or Couponholder would have been entitled to such

additional amounts on presenting the same for payment on the expiry of such period of 30 days; or

(iv) presented for payment by or on behalf of a Noteholder who would not be liable or subject to such withholding or deduction if it were to comply with a statutory requirement or to make a declaration of non-residence or other similar claim for exemption and fails to do so.

For the purposes of these Conditions, the "**Relevant Date**" means, in respect of any payment, the date on which such payment first becomes due and payable, but if the full amount of the moneys payable has not been received by the Agent on or prior to such due date, it means the first date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Noteholders in accordance with Condition 12.

If the Issuer becomes subject at any time to any taxing jurisdiction other than or in addition to the Hellenic Republic, references in these Conditions to the Hellenic Republic shall be construed as references to the Hellenic Republic and/or such other jurisdiction.

8. EVENTS OF DEFAULT

The events specified below are both "**Events of Default**":

(i) If default is made in the payment of any amount due in respect of the Notes on the due date and such default continues for a period of 14 days, any Noteholder may, to the extent allowed under applicable law, institute proceedings for the winding-up of the Issuer.

(ii) If, otherwise than for the purposes of a reconstruction or amalgamation on terms previously approved by Extraordinary Resolution of the Noteholders, an order is made or an effective resolution is passed for the dissolution and liquidation, special liquidation in the sense of the Greek Special Liquidation Rules and/or winding-up (as the case may be and to the extent applicable) of the Issuer, any Noteholder may, by written notice to the Issuer (with a copy to the Agent), declare such Note to be due and payable whereupon the same shall become immediately due and payable at its principal amount, together with unpaid interest accrued to (but excluding) the date of redemption unless such Event of Default shall have been remedied prior to receipt of such notice by the Issuer.

9. MEETINGS OF NOTEHOLDERS, MODIFICATION AND WAIVER

The Agency Agreement contains provisions (which shall have effect as if incorporated herein) for convening meetings of the Noteholders to consider any matter affecting their interests, including (without limitation) the modification by Extraordinary Resolution (as defined in the Agency Agreement) of these Conditions. An Extraordinary Resolution passed at any meeting of the Noteholders will be binding on all Noteholders whether or not they are present at the meeting, and on all holders of Coupons relating to the Notes.

The Issuer and the Agent may agree, without the consent of the Noteholders or Couponholders, to:

(i) any modification (except such modifications in respect of which an increased quorum is required, as described in the Agency Agreement) of the Notes, the Coupons or the Agency Agreement which is not, in the opinion of the Issuer, materially prejudicial to the interests of the Noteholders; or

(ii) any modification of the Notes, the Coupons or the Agency Agreement which is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of law.

Any such modification shall be binding on the Noteholders and the Couponholders and any such modification shall be notified to the Noteholders by the Issuer in accordance with Condition 12 as soon as practicable thereafter.

The agreement or approval of the Noteholders shall not be required in the case of any variation of these Conditions required to be made in the circumstances described in Conditions 3(c), 4(h) and 13 in connection with the variation of the terms of the Notes or the substitution of the Issuer in accordance with such Conditions.

Any modification (other than a modification which is made to correct a manifest error) of the Notes or these Conditions will be subject to Condition 4(g).

Notwithstanding the above and the provisions of the Agency Agreement, the Noteholders Agency Agreement (as defined below) and all mandatory provisions of the Greek Bond Laws shall apply to the convening and conduct of meetings of Noteholders and the Noteholders Agent shall observe and comply with the same.

10. REPLACEMENT OF NOTES AND COUPONS

Should any Note or Coupon be lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Agent in London (or such other place as may be notified to the Noteholders), in accordance with all applicable laws and regulations, upon payment by the claimant of the costs and expenses incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may require. Mutilated or defaced Notes or Coupons must be surrendered before replacements will be issued.

11. PRESCRIPTION

The Notes and Coupons will become void unless presented for payment within a period of ten years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 7) therefor.

12. NOTICES

All notices to Noteholders regarding the Notes shall be valid if published in the *Financial Times* or another leading English language daily newspaper with circulation in London.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together with the relative Note or Notes, with the Agent.

The Issuer shall also ensure that notices are duly published in a manner which complies with the rules of any stock exchange or other relevant authority on which the Notes are for the time being listed or by which they have been admitted to trading including publication on the website of the relevant stock exchange or relevant authority if required by those rules. For so long as the Notes are admitted to trading on the Luxembourg Stock Exchange, the Issuer shall ensure that notices are published on the website of the Luxembourg Stock Exchange, www.bourse.lu.

Any such notices will, if published more than once, be deemed to have been given on the date of the first publication, as provided above.

The holders of Coupons will be deemed for all purposes to have notice of the contents of any notice given to Noteholders in accordance with this Condition.

Any notice concerning the Notes shall be given to the Noteholders Agent. Any such notice shall be deemed, for the purpose of the Noteholders Agency Agreement, to have been given to the Noteholders on the seventh day after the day on which the said notice was given to the Noteholders Agent.

13. SUBSTITUTION OF THE ISSUER

(i) The Issuer may, without the consent of any Noteholder or Couponholder, substitute for itself its Successor in Business as the debtor in respect of the Notes, any Coupons, the Noteholders Agency Agreement and the Agency Agreement (the "**Substituted Debtor**") upon notice by the Issuer and the Substituted Debtor to be given in accordance with Condition 12, **provided that**:

(A) the Issuer is not in default in respect of any amount payable under the Notes;

(B) the Issuer and the Substituted Debtor have entered into such documents (the "**Documents**") as are necessary to give effect to the substitution and in which the Substituted Debtor has undertaken in favour of each Noteholder to be bound by the Conditions and the provisions of the Agency Agreement as the debtor in respect of the Notes in place of the Issuer (or of any previous substitute under this Condition 13);

(C) if the Substituted Debtor is resident for tax purposes in a territory (the "**New Residence**") other than that in which the Issuer prior to such substitution was resident for tax purposes (the "**Former Residence**"), the Documents contain an undertaking and/or such other provisions as may be necessary to ensure that, following substitution, each Noteholder would have the benefit of an undertaking in terms corresponding to the provisions of Condition 7, with (a) the substitution of references to the Issuer with references to the Substituted Debtor (to the extent that this is not achieved by Condition 13(i)(B)) and (b) the substitution of references to the Former Residence with references to both the New Residence and the Former Residence;

(D) the Substituted Debtor and the Issuer have obtained all necessary governmental approvals and consents for such substitution and for the performance by the Substituted Debtor of its obligations under the Documents;

(E) legal opinions shall have been delivered to the Issuer (which legal opinions shall be made available by the Issuer to the Noteholders for inspection upon request and on a non-reliance basis) from lawyers of recognised standing in the jurisdiction of incorporation of the Substituted Debtor, in England and in Greece as to the fulfilment of the requirements of this Condition 13 and that the Notes and any related Coupons are legal, valid and binding obligations of the Substituted Debtor;

(F) each stock exchange (including organised or regulated markets and multilateral trading facilities) on which the Notes are listed shall have confirmed that, following the proposed substitution of the Substituted Debtor, the Notes will continue to be listed on such stock exchange;

(G) if applicable, the Substituted Debtor has appointed a process agent as its agent in England to receive service of process on its behalf in relation to any legal proceedings arising out of or in connection with the Notes and the related Coupons; and

(H) such substitution shall not result in any event or circumstance which at or around that time gives the Issuer a redemption right in respect of the Notes.

(ii) Any substitution pursuant to Condition 13(i) will be subject to Condition 4(g).

(iii) Upon such substitution the Substituted Debtor shall succeed to, and be substituted for, and may exercise every right and power of the Issuer under the Notes, the Coupons and the Agency Agreement with the same effect as if the Substituted Debtor had been named as the Issuer herein, and the Issuer shall be released from its obligations under the Notes, the Coupons and under the Agency Agreement.

(iv) After a substitution pursuant to Condition 13(i) the Substituted Debtor may, without the consent of any Noteholder or Couponholder, effect a further substitution. All the provisions specified in Conditions 13(i), 13(ii) and 13(iii) shall apply *mutatis mutandis*, and references in these Conditions to the Issuer shall, where the context so requires, be deemed to be or include references to any such further Substituted Debtor.

(v) After a substitution pursuant to Condition 13(i) or 13(iv) any Substituted Debtor may, without the consent of any Noteholder or Couponholder, reverse the substitution, *mutatis mutandis*.

(vi) Copies of the Documents shall be delivered by the Issuer to, and kept by, the Agent. Copies of the Documents will be available for inspection or collection free of charge during normal business hours at the specified office of each of the Paying Agents upon reasonable request or may be provided by email to a Noteholder or Couponholder following their prior written request to any Paying Agent and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent).

(vii) For the purpose of this Condition 13, references to:

(A) the "**Agency Agreement**" shall, where the Substituted Debtor is incorporated in the Hellenic Republic, be deemed to include the Noteholders Agency Agreement to the extent applicable and where the context so admits; and

(B) a "**Successor in Business**" shall mean, in relation to the Issuer, any company which: (a) owns beneficially the whole or substantially the whole of the property and assets owned by the Issuer immediately prior thereto; and (b) carries on, as successor to the Issuer, the whole or substantially the whole of the business carried on by the Issuer immediately prior thereto.

14. NOTEHOLDERS AGENT

The Issuer has appointed the Noteholders Agent by way of a written contract (the "**Noteholders Agency Agreement**") dated 23 September 2021 in accordance with provisions of the Greek Bond Laws. If (and for so long as the Issuer considers it is) so required by the Greek Bond Laws, the Issuer shall ensure that there will at all times be a Noteholders Agent and that such Noteholders Agent shall be an entity of the kind prescribed in the Greek Bond Laws.

Subject as provided in Condition 9, the Noteholders Agent shall have such rights against the Issuer and such duties and obligations as are prescribed for an entity acting in such capacity under the Greek Bond Laws but such rights, duties and obligations shall be without prejudice to the rights of Noteholders against the Issuer set out in these Conditions.

The meetings of the Noteholders shall be entitled to vary or terminate the appointment of the Noteholders Agent in accordance with the provisions of the Greek Bond Laws and these Conditions.

15. FURTHER ISSUES

The Issuer shall be at liberty from time to time without the consent of the Noteholders to create and issue further notes ranking *pari passu* in all respects (or in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue) with the outstanding Notes and so that the same shall be consolidated and form a single series with the outstanding Notes.

16. ACKNOWLEDGEMENT OF STATUTORY LOSS ABSORPTION POWERS

Notwithstanding any other term of the Notes or any other agreement, arrangement or understanding between the Issuer and the Noteholders, by its subscription and/or purchase and holding of the Notes, each Noteholder (which for the purposes of this Condition 16 includes each holder of a beneficial interest in the Notes) acknowledges, accepts, consents and agrees:

(i) to be bound by the effect of the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority, which may include and result in any of the following, or some combination thereof:

(A) the reduction of all, or a portion, of the Amounts Due on a permanent basis;

(B) the conversion of all, or a portion, of the Amounts Due into shares, other securities or other obligations of the Issuer or another person (and the issue to or conferral on the holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Notes, in which case the Noteholder agrees to accept in lieu of its rights under the Notes any such shares, other securities or other obligations of the Issuer or another person;

(C) the cancellation of the Notes or Amounts Due; or

(D) the amendment or alteration of the maturity of the Notes or amendment of the Interest Amount payable on the Notes, or the date on which the interest becomes payable, including by suspending payment for a temporary period; and

(ii) that the terms of the Notes are subject to, and may be varied, if necessary, to give effect to, the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority.

Upon the Issuer and/or any member of the Group being informed and notified by the Relevant Resolution Authority of the actual exercise of any Statutory Loss Absorption Power with respect to the Notes, the Issuer shall notify the Noteholders without delay in accordance with Condition 12. Any delay or failure by the Issuer to give notice shall not affect the validity and enforceability of the Statutory Loss Absorption Power nor the effects on the Notes described in this Condition 16.

The exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority with respect to the Notes shall not constitute an Event of Default, and these Conditions shall continue to apply in relation to the residual principal amount of, or outstanding amount payable with respect to, the Notes subject to any modification of the amount of interest payable to reflect the reduction of the principal amount, and any further modification of the terms that the Relevant Resolution Authority may decide in accordance with applicable laws and regulations relating to the resolution of credit institutions, investment firms and/or members of the Group incorporated in the relevant Member State or, if appropriate, third country (not or no longer being a Member State).

Each Noteholder also acknowledges and agrees that this provision is exhaustive on the matters described herein to the exclusion of any other agreements, arrangements or understandings relating to the application of any Statutory Loss Absorption Power to the Notes.

In these Conditions:

"**Amounts Due**" means the principal amount, together with any accrued but unpaid interest, and any additional amounts referred to in Condition 7, if any, due on the Notes. References to such amounts will include amounts that have become due and payable, but which have not been paid, prior to the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority.

"**BRRD**" means Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms, as amended by Directive (EU) 2019/879 as regards the loss-absorbing and recapitalisation capacity of credit and investment firms and Directive 98/26/EC, and as may be further amended or replaced from time to time.

"**Statutory Loss Absorption Powers**" means any statutory write-down and/or conversion power existing from time to time under any laws, regulations, rules or requirements, whether relating to the resolution or independent of any resolution action of credit institutions, investment firms and/or members of the Group incorporated in the relevant Member State or, if appropriate, a third country (not or no longer being a Member State) in effect and applicable in the relevant Member State or, if appropriate, third country (not or no longer being a Member State) to the Issuer or other members of the Group, including (but not limited to) the bail-in powers provided for by articles 43 and 44 of Greek law 4335/2015 which has transposed the BRRD, the write-down powers provided for by articles 59 and 60 of Greek law 4335/2015 and any other such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of any European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms and/or within the context of a relevant Member State resolution regime or otherwise, pursuant to which liabilities of a credit institution, investment firm and/or members of the Group can be reduced, cancelled and/or converted into shares or other obligations of the obligor or any other person.

17. GOVERNING LAW AND JURISDICTION

(i) The Agency Agreement, the Notes and the Coupons and all non-contractual obligations arising out of or in connection with each of them are governed by English law except that Conditions 2, 14 and 16 are governed by and shall be construed in accordance with Greek law.

(ii) The Issuer irrevocably agrees, for the exclusive benefit of the Noteholders, that the courts of England shall have jurisdiction to hear and determine any suit, action or proceedings, and to settle any disputes, which may arise out of or in connection with the Agency Agreement and the Notes (including any suit, action, proceedings or dispute relating to any non-contractual obligation arising out of or in connection with the Agency Agreement and the Notes) (together "**Proceedings**") and, for such purpose, irrevocably submits to the jurisdiction of such courts.

(iii) The Issuer irrevocably and unconditionally waives and agrees not to raise any objection which it may have now or subsequently to the laying of the venue of any Proceedings in the courts of England and any claim that any Proceedings have been brought in an inconvenient forum and further irrevocably and unconditionally agrees that a judgment in any Proceedings brought in the courts of England shall be conclusive and binding upon it and may be enforced in the courts of any other jurisdiction. To the extent permitted by law, nothing in this Condition 17 shall limit any right to take Proceedings against the Issuer in any other court of competent

jurisdiction, nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction, whether concurrently or not.

(iv) The Issuer irrevocably and unconditionally agrees that service in respect of any Proceedings may be effected upon Alpha Bank London Limited, whose registered address is at Capital House, 85 King William Street, London, England, EC4N 7BL and undertakes that in the event of Alpha Bank London Limited ceasing so to act it will forthwith appoint a further person as its agent for that purpose and notify the name and address of such person to the Agent and agrees that, failing such appointment within fifteen days, any Noteholder shall be entitled to appoint such a person by written notice addressed to the Issuer and delivered to the Issuer (with a copy to the Agent). Nothing contained herein shall affect the right of any Noteholder to serve process in any other manner permitted by law.

18. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of the Notes, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

FORM OF THE NOTES AND SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

The following is a summary of the form of the Notes and certain provisions to be contained in the global Notes which will apply to, and in some cases modify, the Conditions while the Notes are represented by the global Notes.

1. FORM AND EXCHANGE

The Notes will be in bearer form and will be initially represented by a temporary global Note without interest coupons. The temporary global Note will be delivered on or prior to the original issue date of the Notes to a common depositary for Euroclear and Clearstream, Luxembourg. Whilst any Note is represented by the temporary global Note, payments of principal, interest and any other amount payable in respect of the Notes due prior to the Exchange Date (as defined below) will be made (against presentation of the temporary global Note) only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Note are not US persons or persons who have purchased for resale to any US person, as required by US Treasury regulations, has been received by Euroclear and/or Clearstream, Luxembourg and Euroclear and/or Clearstream, Luxembourg, as applicable, has given a like certification (based on the certifications it has received) to the Agent.

On and after the date (the "**Exchange Date**") which is 40 days after the date on which the temporary global Note is issued, interests in the temporary global Note will be exchangeable (free of charge) upon request as described therein for interests in a permanent global Note without interest coupons against certification of non-U.S. beneficial ownership as described above. The holder of the temporary global Note will not be entitled to collect any payment of interest, principal or other amounts due on or after the Exchange Date unless, upon due certification, exchange of the temporary global Note for an interest in the permanent global Note is improperly withheld or refused.

Payments of principal, interest or any other amounts on the permanent global Note will be made through Euroclear and/or Clearstream, Luxembourg (against presentation or surrender (as the case may be) of the permanent global Note) without any requirement for certification.

The permanent global Note will be exchangeable (free of charge), in whole but not in part, for definitive Notes with interest coupons attached only upon the occurrence of an Exchange Event as described therein. "**Exchange Event**" means (i) any Event of Default has occurred and is continuing or (ii) the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no alternative clearing system is available. The Issuer will promptly give notice to Noteholders in accordance with Condition 12 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, the bearer of the permanent global Note (acting on the instructions of the Accountholders (as defined below)) may give notice to the Issuer and the Agent requesting exchange. Any such exchange shall occur not later than 30 days after the date of receipt of the first relevant notice by the Agent.

Exchanges will be made upon presentation of the permanent global Note at the office of the Agent on any day on which banks are open for general business in London. In exchange for the permanent global Note the Issuer will deliver, or procure the delivery of, an equal aggregate principal amount of definitive Notes (having attached to them all Coupons in respect of interest which has not already been paid on the permanent global Note), security printed in accordance with any applicable legal and stock exchange requirements and in or substantially in the form set out in the Agency Agreement. On exchange of the permanent global Note, the Issuer will procure that it is cancelled and, if the holder so requests, returned to the holder together with any relevant definitive Notes.

The definitive Notes to be issued on exchange will be in bearer form in the denomination of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000 each with Coupons attached and will be substantially in the form set out in the Agency Agreement.

Upon (a) receipt of instructions from Euroclear and Clearstream, Luxembourg that, following the purchase by or on behalf of the Issuer, Alpha Holdings or any of Alpha Holdings' other Subsidiaries of a part of the permanent global Note, part is to be cancelled or (b) any redemption of a part of the permanent global Note, the portion of the principal amount of the permanent global Note so cancelled or redeemed shall be entered by or on behalf of the Agent on the permanent global Note, whereupon the principal amount of the permanent global Note shall be reduced for all purposes by the amount so cancelled or redeemed and entered. On an exchange in whole of the permanent global Note, the permanent global Note shall be surrendered to the Agent.

The following legend will appear on the permanent global Note and any definitive Notes and interest coupons:

> "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code."

The sections referred to provide that holders who are United States persons (as defined in the United States Internal Revenue Code of 1986, as amended), with certain exceptions, will not be entitled to deduct any loss on the Notes or interest coupons and will not be entitled to capital gains treatment in respect of any gain on any sale, disposition, redemption or payment of principal in respect of the Notes or interest coupons.

2. ACCOUNTHOLDERS

For so long as any of the Notes are represented by the temporary global Note or by the temporary global Note and the permanent global Note and such global Note(s) is/are held on behalf of Euroclear and/or Clearstream, Luxembourg, each person (other than Clearstream, Luxembourg, if Clearstream, Luxembourg shall be an accountholder of Euroclear, and Euroclear, if Euroclear shall be an accountholder of Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear and/or Clearstream, Luxembourg as the holder of a particular principal amount of Notes (each an **Accountholder**) (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the principal amount of such Notes standing to the account of any person shall, save in the case of manifest error, be conclusive and binding for all purposes) shall be treated as the holder of that principal amount for all purposes (including but not limited to for the purposes of any quorum requirements of, or the right to demand a poll at, meetings of the Noteholders and giving notice to the Issuer pursuant to Condition 8) other than with respect to the payment of principal and interest on the Notes, the right to which shall be vested, as against the Issuer and subject as set out in the relevant global Note, solely in the bearer of the permanent global Note in accordance with and subject to its terms.

Each Accountholder must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for its share of each payment made to the bearer of the relevant global Note.

3. PAYMENTS

Payments due in respect of Notes for the time being represented by a global Note shall be made to the bearer of such global Note and each payment so made will discharge the Issuer's obligations in respect thereof.

Upon any payment in respect of the Notes represented by a global Note, the amount so paid shall be entered by or on behalf of the Agent on the relevant global Note. In the case of any payment of principal the principal amount of the relevant global Note shall be reduced for all purposes by the amount so paid and the remaining principal amount of such global Note shall be entered by or on

behalf of the Agent on such global Note. Any failure to make such entries shall not affect the discharge referred to in the previous paragraph.

4. NOTICES

For so long as all of the Notes are represented by the temporary global Note or by the temporary global Note and the permanent global Note and such global Note(s) is/are held on behalf of Euroclear and/or Clearstream, Luxembourg, notices to Noteholders may be given by delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg (as the case may be) for communication to the relevant Accountholders rather than by publication as required by Condition 12 provided that, so long as the Notes are listed on the Luxembourg Stock Exchange's Euro MTF Market, notices shall also be published in accordance with the rules of such exchange. Any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to Euroclear and/or Clearstream, Luxembourg (as the case may be) as aforesaid.

Whilst any of the Notes held by a Noteholder are represented by a global Note, notices to be given by such Noteholder may be given by such Noteholder (where applicable) through the applicable clearing system's operational procedures approved for this purpose and otherwise in such manner as the applicable clearing system approves for this purpose.

5. PRESCRIPTION

Claims against the Issuer in respect of principal and interest on the Notes represented by a global Note will be prescribed after 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date (as defined in Condition 7).

6. CALCULATION OF INTEREST

For so long as all of the Notes are represented by the temporary global Note or by the temporary global Note and the permanent global Note and such global Note(s) is/are held on behalf of Euroclear and/or Clearstream, Luxembourg, and notwithstanding the Conditions, interest shall be calculated in respect of any period by applying the applicable Rate of Interest to the aggregate outstanding principal amount of the Notes represented by such global Note, and multiplying such sum by the Day Count Fraction, and rounding the resultant figure to the nearest cent, half of any such cent being rounded upwards.

7. EUROCLEAR AND CLEARSTREAM, LUXEMBOURG

References in a global Note to Euroclear and/or Clearstream, Luxembourg shall be deemed to include references to any other clearing system through which interests in the Notes are held.

8. ELECTRONIC CONSENTS AND WRITTEN RESOLUTIONS

While any global Note is held on behalf of a clearing system, then:

(a) approval of a resolution proposed by the Issuer with respect to the Notes given by way of electronic consents ("**Electronic Consent**") communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures (and in a form satisfactory to the Issuer) by or on behalf of the holders of not less than 75 per cent. in principal amount of the Notes for the time being outstanding shall constitute an Extraordinary Resolution (as defined in the Agency Agreement) and, accordingly, shall be binding on all Noteholders whether or not they participated in such Electronic Consent; and

(b) where an Extraordinary Resolution by way of Electronic Consent is not being sought, for the purpose of determining whether a resolution in writing has been validly passed, the Issuer shall be entitled to rely on consent or instructions given in writing directly to the Issuer by

accountholders in the clearing system with entitlements to such global Note, or, where the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person for whom such entitlement is ultimately beneficially held, whether such beneficiary holds directly with the accountholder or via one or more intermediaries and provided that, in each case, the Issuer has obtained commercially reasonable evidence to ascertain the validity of such holding and has taken reasonable steps to ensure that such holding does not alter following the giving of such consent or instruction and prior to the effecting of such amendment. Any resolution passed in such manner shall be binding on all Noteholders, even if the relevant consent or instruction proves to be defective. As used in this paragraph, "**commercially reasonable evidence**" includes any certificate or other document issued by Euroclear or Clearstream, Luxembourg, or issued by an accountholder or participant of them or an intermediary in a holding chain, in relation to the holding of interests in the Notes. Any such certificate or other document shall, in the absence of manifest error, be conclusive and binding for all purposes. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system in accordance with its usual procedures and in which the accountholder of a particular principal amount of the Notes is clearly identified together with the amount of such holding. The Issuer shall not be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

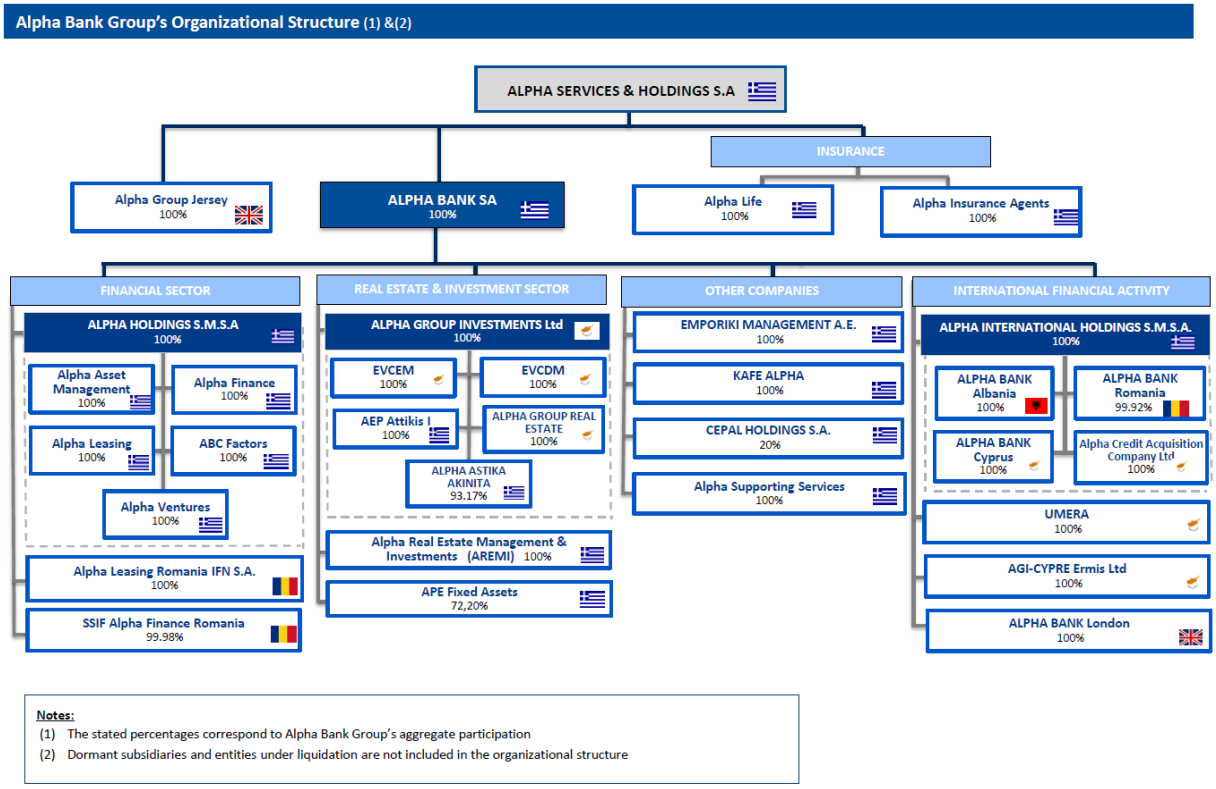
USE OF PROCEEDS

The net proceeds from the issue of the Notes will be used by the Issuer for the general corporate and financing purposes of the Group and to further strengthen its MREL base.

THE GROUP

The Group is one of the leading banking and financial services groups in Greece, offering a wide range of services including retail banking, corporate banking, asset management and private banking, insurance distribution, investment banking and brokerage, treasury and real estate management. The Group is active in Greece, its principal market, and in markets in South Eastern Europe (Cyprus, Romania and Albania). The Group also maintains a presence in the United Kingdom (through its wholly-owned subsidiary Alpha Bank London Limited, although its United Kingdom branch office was moved to Luxembourg in line with the ECB/SSM Guidelines on the United Kingdom's withdrawal from the EU), Serbia, Bulgaria, Jersey and Luxembourg. Following the Hive Down (as described below), the Bank is the operating company of the Group and its principal bank.

A structure chart explaining the organisational structure of the Group is set out below:



The Group has a strong market share in each of its four domestic lines of business (retail banking, corporate banking, asset management and insurance, and investment banking and treasury). Its client base comprises retail clients, small and medium-sized enterprises, self-employed professionals, large corporations, high-net worth individuals, private and institutional investors and the Greek government.

The Group, through a national and international branch and ATM network, in combination with advanced online and telephone channels, offers banking and financial services to its individual and corporate customers. These features extend the Group's presence in the domestic Greek market, as well as in the international markets in which it operates.

Management considers other competitive strengths of the Group as being its large customer base, its highly motivated and trained personnel, its advanced IT systems and its reorganised and modernised branch network, which has extended its ability in product innovation and in offering a wide range of services and opportunities for cross-selling products of the Group through its traditional and alternative distribution channels.

As of 30 June 2021, the Group's total assets increased by €0.4 billion, or 0.6 per cent. compared to 31 December 2020, amounting to €70.5 billion (from €70.1 billion as at 31 December 2020). The Group's due to banks amounted to €14.3 billion, an increase of €1.2 billion, or 9.26 per cent. compared to 31 December 2020 following the raising of €1 billion of liquidity (over a three-year period) in March 2021 through the TLTRO III programme, replacing the previous funding from the Eurosystem. The Group's due to customers amounted to €45.03 billion at 30 June 2021, an increase of €1.2 billion or 2.74 per cent. compared to 31 December 2020, lowering the loan-to-deposit ratio to 83 per cent. as of 30 June 2021, compared to 90 per cent. as of 31 December 2020.

Moreover, during the first quarter of 2021, Alpha Holdings (formerly Alpha Bank S.A.) issued new subordinated debt at a nominal value of €500 million, resulting in a €0.5 billion (or 37.7 per cent.) increase in the balance of debt securities in issue and other borrowed funds compared to the position as at 31 December 2020.

The balance of cash and balances to central banks as of 30 June 2021 amounted to € 9.4 billion, an increase of €1.9 billion as a result of additional funds of €1 billion being raised through the TLTRO III programme and an increase in customer deposits.

The balance of loans and advances to customers amounted to €37.5 billion as at 30 June 2021, compared to €39.4 billion as at 31 December 2020, due to the completion of the Galaxy Securitisation in which 51 per cent. of the mezzanine and junior bonds issued by Orion Securitisation Designated Activity Company, Galaxy II Funding Designated Activity Company and Galaxy IV Funding Designated Activity Company were sold and a securitised loan portfolio with a book value of €5.8 billion was derecognised. After the completion of the sale, the Group retained in its possession 100 per cent. of the senior notes and 49 per cent. of the mezzanine and junior notes, out of which 100 per cent. of the senior notes and 5 per cent. of the mezzanine and junior notes with a total value of €3.8 billion were classified as loans and advances to customers.

The Group's total equity amounted to €6 billion as of 30 June 2021, a €2.3 billion decrease compared to 31 December 2020, mainly due to the losses recognised in the context of the completion of the Galaxy Securitisation, while the total capital adequacy ratio of the Group decreased by 293 basis points (compared to the position as at 31 December 2020) to stand at 15.5 per cent. on 30 June 2021.

In the period from 1 January 2021 to 30 June 2021, the Group's net loss after income tax amounted to €2.3 billion.

The Group has committed to specific objectives for the period 2021-2024, evidenced by its announcement of an Updated Strategic Plan, which management will use to monitor the normalised gains/losses of the Group compared to the objectives it has set. Normalised gains/losses do not include gains/losses that have been designated as non-recurring, or the gains/losses recognised in either the context of planned transactions or the transformation plan of the Group.

An analysis in respect of the first six months of 2021 is set out below:

- The total effect in the income statement from the Galaxy Securitisation amounted to €2.1 billion. This comprises (a) losses relating to the Galaxy Securitisation of €2.2 billion included in gains less losses on derecognition of financial assets measured at amortised cost; (b) gains from the sale of Cepal Hellas of €111 million, included in gains less losses on financial transactions; and (c) tax expenses related to the above transactions of €12.3 million, included in income tax.

- Expenses amounted to €173.1 million, relating to (a) provision for employee separation schemes of €97.7 million; (b) impairment of €16.2 million on intangible assets relating to customer relationships from the acquired credit card operations of Diners in 2015, as well as the acquired deposit base of Citibank in 2014; (c) impairment of €10.3 million related to computer applications whose use ceased

during the first quarter of 2021 in order to be replaced by other existing systems; (d) impairment of €19.2 million relating to computer applications which no longer meet future business requirements; and (e) other expenses totalling €29.7 million included as operating expenses that have been designated as non-recurring.

- Impairment losses of €351 million related to the incorporation of sales scenarios in the expected credit losses calculation for specific transactions included in the Bank's NPE Business Plan (the Cosmos, Orbit and Sky projects).

- The remaining gains less losses on financial transactions amounting to gains of €91.3 million that mainly relate to gains from sales of bonds and interest-bearing Greek government and other bonds.

After excluding the above, the normalised net profit after income tax for the period from 1 January 2021 to 30 June 2021 amounted to €213 million (including tax expenses of €70 million).

Normalised net profit after income tax for the period 1 January 2021 to 30 June 2021 (amounts in millions of €)

	Amount of gains/losses included in the condensed interim income statement	Excluded gains/losses	Normalised gains/losses
Gains less losses on derecognition of financial assets measured at amortised cost	(2,236)	(2,236)	0
Gains less losses on financial transactions	200	200	0
Total expenses before impairment losses and provisions to cover credit risk	(692)	(173)	(519)
Impairment losses and provisions to cover credit risk	(530)	(351)	(179)
Profit/(loss) before income tax	(2,277)	(2,560)	283
Income tax	(49)	21	(70)
Net profit/(loss) for the period after income tax	(2,326)	(2,539)	213

Normalised net profit after income tax for the period 1 January 2021 to 30 June 2021 has been affected by the recognition of (a) an amount of €61.6 million relating to the additional interest income from the TLTRO III programme for the period 24 June 2020 to 24 June 2021 using an interest rate equal to -1 per cent. (in accordance with the terms set by the ECB); (b) increased commission from bond loans, mutual funds and credit cards; and (c) increased general administrative expenses and depreciation expenses due to the consolidation of new subsidiaries.

Staff costs have remained stable since the benefits from the completion of employee separation schemes of the Bank and the subsidiary company Alpha Bank Cyprus Ltd and the benefits from the reduction in social contribution costs have been offset by the impact of newly consolidated subsidiaries. The normalised net profit after income tax for the first six months of 2020 amounted to €66 million.

As of 30 June 2021, the share capital of Alpha Holdings amounted to €463.8 million divided into 1,545,981,097 shares, of which:

- 1,376,806,930 are common, nominal, dematerialised shares with voting rights, of a nominal value of €0.30 each, which are listed for trading on the Securities Market of the Athens Stock Exchange (the "**ATHEX**"); and

- 169,174,167 are common, nominal, voting, dematerialised shares in accordance with the restrictions foreseen in the provision of article 7a of Law 3864/2010, owned by the HFSF – of a nominal value of €0.30 each. Such shares are listed for trading on the Securities Market of ATHEX.

As of 30 June 2021, Alpha Holdings' equity was held by approximately 112,000 shareholders. On the same date, the shareholder base comprised the HFSF, representing approximately 11 per cent., and private shareholders representing approximately 89 per cent. of the common shareholder base. The private shareholders comprised:

- institutional shareholders representing approximately 76 per cent. of the shareholder base (of which approximately 69 per cent. were foreign institutional investors and 7 per cent. were Greek institutional investors); and

- individuals and legal entities representing approximately 13 per cent. of the shareholder base.

On 2 July 2021, Alpha Holdings S.A., 100 per cent. parent of the Bank, announced that it successfully completed the offering of 800,000,000 new ordinary, voting, dematerialised shares each of a nominal value of €0.30 and offer price at €1.00 per new share to (a) institutional investors pursuant to a private placement outside of Greece and (b) retail and qualified investors in the context of a public offering in Greece. As a result, the new share capital of Alpha Holdings amounts to €703.8 million divided into 2,345,981,097 shares, of which:

- 2,134,842,798 (or 91 per cent. of the share capital) are common, nominal, dematerialised shares with voting rights, of a nominal value of €0.30 each, which are listed for trading on the Securities Market of the ATHEX; and

- 211,138,299 (or 9 per cent. of the share capital) are common, nominal, voting, dematerialised shares of a nominal value of €0.30 each, owned by the HFSF and listed for trading on the Securities Market of ATHEX, of which 169,174,167 are subject to the restrictions foreseen in the provision of article 7a of Law 3864/2010.

As of 30 June 2021, the share capital of the Bank amounted to €5.1 million divided into 50,838,244,961 common, nominal shares with voting rights of a nominal value of €0.10 each, all of which are owned by Alpha Holdings as the sole shareholder.

On 23 July 2021, the Extraordinary General Meeting of the Bank resolved the increase of its share capital in the amount of €1,000,000,000 with cash payment and the issuance of 1,000,000,000 new common, registered, voting shares with a nominal value of €0.10 each and offer price at €1.00 per new share. The difference between the nominal value of the new shares and their offer price amounting to €900,000,000 was credited to the special account “Share premium”. As a result the current share capital of the Bank amounts to €5.2 billion divided into 51,838,244,961 common, nominal shares with voting rights of a nominal value of €0.10 each.

Financial crisis in the Hellenic Republic

Greece experienced an unprecedented financial crisis from 2008 to 2016. During this period, the Hellenic Republic faced significant pressure on its public finances and committed to certain Stabilisation Programmes, agreed initially with the IMF, the EU and the ECB and in 2015 with the Institutions and the ESM.

Under the first two Stabilisation Programmes the Hellenic Republic received €141.8 billion in loans from the European Financial Stability Fund (the "**EFSF**") between 2012 and 2015. Further, from 2010 to 2012 the Hellenic Republic received €59 billion in bilateral loans under the so-called Greek Loan Facility from EU Member States (Source: *ESM Press Release 20 August 2018*).

The first two Stabilisation Programmes, however, failed to stabilise the Greek economy, notwithstanding the reforms and measures implemented thereunder, although during 2014 the economic indicators had shown signs of improvement.

However, in 2015 uncertainty over the Greek economy and the implementation of the second Stabilisation Programme, resulting from the prolonged negotiations between the new government and the Institutions, reappeared. Late in June 2015, a bank holiday was declared in the Greek banking sector for three weeks and capital movement restrictions were imposed because of further deterioration of the financial situation in Greece and liquidity shortfall in the Greek banking system. These were caused by the expiration of the second Stabilisation Programme, a payment default by the Greek government under its IMF facility and the failure of the Greek government to reach an agreement with the IMF and the rest of the Eurozone members for a third Stabilisation Programme.

In August 2015 and following prolonged negotiations, the Greek government managed to reach an agreement with the EU and the ECB, with input from the IMF, for a Stabilisation Programme of approximately €86 billion granted by the ESM (the "**ESM Programme**").

The impact of the implementation of the ESM Programme on the Greek economy contributed to the decrease of uncertainty and the stabilisation of private sector deposit withdrawals, resulting also in the gradual relaxation of the capital movement restrictions. Thus, after eight years of recession, the economic and business environment in Greece began to improve in 2017. Additionally, gross domestic product ("**GDP**") increased further in 2017, despite the tighter-than-initially-expected fiscal conditions. Finally, on 28 August 2019 the capital movement restrictions were repealed by virtue of art. 86 of Greek law 4624/2019.

Moreover, on 23 January 2017, the respective boards of directors of the ESM and the EFSF formally adopted rules on short-term debt relief measures for Greece. These measures aimed to reduce interest rate risk for Greece, including by changing some debt rates from floating to fixed, and to make the burden of debt repayment easier. As part of these measures the ESM and the EFSF, in collaboration with the Hellenic Republic, launched an exchange programme for the four systemic Greek banks, under which the €42.7 billion EFSF notes that had been previously applied through the HFSF for the recapitalisation and resolution of Greek credit institutions were exchanged for long term newly issued ESM notes and ultimately cash in 2017. During the period of 2017 and under this agreement, Alpha Holdings (then operating as a credit institution under the company name, Alpha Bank S.A.) exchanged floating rate bonds of nominal value €2,522 million issued by EFSF, with equal in nominal value bonds, of fixed coupon, issued by the EFSF, with a maturity of 30 years. Of those, the EFSF repurchased bonds at a nominal value of €2,349 million whilst a remaining bond with a nominal value of €173 million was classified as available for sale which was repurchased by EFSF in January 2018. As at 31 December 2018 the book value of such bonds stood at €0.

In August of 2018, the Hellenic Republic concluded the ESM Programme with a successful exit. This followed the disbursement of €61.9 billion by the ESM over three years in the context of the ESM Programme in support of macroeconomic adjustment and bank recapitalisation in 2015. The remaining €24.1 billion available under the maximum €86 billion programme volume was not needed (Source: *ESM Press release 20 August 2018*).

No fourth Stabilisation Programme was requested by the Hellenic Republic. Nevertheless, as part of the post-Stabilisation Programme period, the Hellenic Republic made specific policy commitments to complete key structural reforms initiated under the ESM Programme, against agreed deadlines and made a general commitment to continue the implementation of all key reforms adopted under the ESM Programme. These

include commitments to achieve demanding fiscal targets such as a primary budget surplus of 3.5 per cent. of GDP in 2018-2022 and 2.2 per cent. of GDP, on average, in the longer term.

These commitments were made against the Eurogroup's agreement to implement certain medium- and long-term debt relief measures (which were in addition to the aforesaid short-term measures), namely:

- the abolition of the step-up interest rate margin related to the debt buy-back tranche of the second Stabilisation Programme as of 2018;
- the use of 2014 Securities Market Programme ("**SMP**") profits from the ESM segregated account and the restoration of the transfer of the Agreement on Net Financial Assets (ANFA) and SMP income equivalent amounts to the Hellenic Republic; and
- a further deferral of EFSF interest and amortisation by 10 years and an extension of the maximum weighted average maturity by 10 years, respecting the programme authorised amount (*Eurogroup statement on Greece of 22 June 2018*).

The implementation of these measures was approved by the EFSF Board of Directors on 22 November 2018.

Further the Board of the EFSF:

- at its meeting of 9 January 2020 decided to reduce to zero the step-up margin due from the Hellenic Republic for the period between 17 June 2019 and 31 December 2019; and
- at its meeting of 7 July 2020 decided to reduce to zero the step-up margin accrued by the Hellenic Republic for the period between 1 January 2020 and 17 June 2020.

On 11 July 2018 the European Commission activated the Enhanced Surveillance procedure for monitoring the implementation of the aforesaid commitments by the Hellenic Republic. Eight Enhanced Surveillance reports have been published by the European Commission on the Hellenic Republic so far, with the most recent one being published on 18 November 2020.

With respect to liquidity, by the end of the ESM Programme, the Hellenic Republic had created a sizeable cash buffer, while increasing its liquidity through the issuance of government bonds. The Hellenic Republic entered the COVID-19 pandemic in a relatively favourable fiscal position, with a strong primary surplus, and low medium-term refinancing needs on its public debt. The Hellenic Republic in 2019 reached its agreed primary surplus target of 3.5 per cent. (Source: *European Commission sixth Enhanced Surveillance Report, May 2020*) and issued €2.0 billion 7-year, €3.0 billion 10-year, €2.5 billion 10-year (reopening), €2.5 billion 15-year and €2.5 billion 15-year (reopening) Greek government bonds ("**GGB**") (at yields of 2.013 per cent., 1.568 per cent., 1.187 per cent., 1.911 per cent. and 1.152 per cent., respectively) in 2020, a total of €12.0 billion. In the first 8 months of 2021, GGB issuance amounted to €11.5 billion (€3 billion 5-year at 0.172 per cent., €3.5 billion 10-year at 0.807 per cent., €2.5 billion 10-year at 0.888 per cent. (reopening) and €2.5 billion 30-year at 1.956 per cent.). The Hellenic Republic's cash buffer is an important asset in view of the impact on revenues and extraordinary spending needed to tackle the COVID-19 pandemic. Including the cash reserves of general government entities already on the treasury single account, the Hellenic Republic's reserves are currently sufficient to cover, if necessary, sovereign financing needs until 2022, even without additional issuance of GGBs. The Hellenic Republic has secured fiscal flexibility similar to that applied to all Eurozone Member States in order to deal with the consequences of the COVID-19 pandemic and is no longer bound to the 3.5 per cent. primary surplus target for 2020.

Reflecting many of the developments described above:

- On 24 January 2020, Fitch upgraded the Hellenic Republic's sovereign rating from BB- to BB with a positive outlook, while on 23 April 2020 changed the outlook to stable in order to reflect the impact of

the COVID-19 pandemic on economic activity. On 22 January 2021, Fitch affirmed the Hellenic Republic's BB rating with a stable outlook.

- On 6 November 2020, Moody's upgraded the Hellenic Republic's sovereign rating from B1 to Ba3 with a stable outlook.

- On 24 April 2020, S&P retained the Hellenic Republic's sovereign rating at BB-, while it changed the outlook to stable due to the COVID-19 pandemic. On 23 April 2021, S&P upgraded the Hellenic Republic's sovereign rating to BB with positive outlook.

The Hellenic Republic's sovereign ratings have been improving steadily, although are still below investment grade. Nevertheless, recent ratings upgrades, the successful graduation from the third economic adjustment programme, the successful conclusion of three consecutive Enhance Post Programme Surveillance (EPPS) reviews, fiscal developments, the ECB's Pandemic Emergency Purchase Programme (PEPP) and the pro-reform government formed after the 7 July 2019 general elections have all contributed to an improvement in the yield spread of 10-year GGBs relative to the equivalent German government bonds of approximately 253 basis points between the end of August 2018 and 30 September 2020.

The Acquisition of Emporiki

On 1 February 2013 Alpha Holdings completed the acquisition of Emporiki from Crédit Agricole. As of the date of acquisition Emporiki was consolidated in the financial statements of the Group. On 28 June 2013, Emporiki was merged into Alpha Holdings.

As a result of the acquisition of Emporiki, in 2013 Alpha Holdings recognised negative goodwill of €3,283 million resulting from the difference between the fair value of the net assets acquired and the purchase price. The negative goodwill recognised is not subject to income tax. Emporiki offered a large variety of banking products and services to individuals, small and medium sized enterprises ("**SMEs**") and large companies and enjoyed a strong market presence in Greece and Cyprus through an extensive network of branches in both countries. The transaction represented a major step in the restructuring of the Greek banking sector and strengthened the position of Alpha Holdings within the market, creating one of the largest financial groups in Greece and adding total assets of €19.1 billion to the Group's balance sheet as of 1 February 2013.

In addition, at the completion of the transaction, Crédit Agricole also subscribed for €150 million convertible bonds issued by Alpha Holdings. In February 2017, Crédit Agricole exercised its conversion option under the convertible bonds, which resulted in the allocation of 6,818,181 new ordinary shares in Alpha Holdings to Crédit Agricole. The transaction resulted in a net recapitalisation of the combined entity by an aggregate amount of approximately €2.9 billion and contributed towards Alpha Holdings' own recapitalisation plan.

2013 Capital Increase

On 16 April 2013, the second iterative meeting of the Extraordinary General Meeting of Alpha Holdings' shareholders convened and approved Alpha Holdings' €4,571 million Capital Strengthening Plan (announced on 2 April 2013) and granted the power to the Board of Directors to implement, assessing the financial conditions, the General Meeting's resolutions (the "**Capital Strengthening Plan**"). On 3 June 2013, Alpha Holdings announced the successful completion of its €457.1 million rights issue (the "**Rights Issue**"), and the allotment of all of the shares offered in the €92.9 million private placement to institutional and other qualified private investors. As a consequence, Alpha Holdings was the first among the Greek banks to raise more than 10 per cent. of its total recapitalisation amount and thus to meet successfully the required private sector contribution test set by Greek law 3864/2010. The remaining part of the €4,571 million Capital Strengthening Plan was covered by the HFSF through direct subscription to shares. The Rights Issue was fully underwritten by a syndicate of international investment banks.

For each new share subscribed for in the capital increase by private sector investors, the HFSF issued on 10 June 2013 separately traded warrants which allow their holders to purchase shares subscribed by the HFSF at selected intervals over the four and a half years that follow the share capital increase, at the subscription price of €0.44 per share, increased by an annual margin.

2014 Capital Increase

On 28 March 2014 the Extraordinary General Meeting of the shareholders of Alpha Holdings approved the raising of capital by Alpha Holdings, up to the amount of €1.2 billion through a private placement with qualified investors, with the issuance of 1,846,153,846 new, ordinary, registered shares offered at €0.65 each. The offering, which was fully underwritten by a syndicate of international banks, was priced on 25 March 2014, while the new shares commenced trading on ATHEX on 4 April 2014.

The proceeds from the capital increase were used to strengthen Alpha Holdings' capital base with high-quality common equity capital and allow for the redemption of Greek state preference shares in issuance of €940 million, whereas the remaining amount of the capital raised was directed to cover the €262 million capital needs assessed in the 2014 stress test (as described under "*ECB's Comprehensive Assessment*" below). The Greek state preference shares of €940 million were subsequently redeemed on 17 April 2014.

Acquisition of Citibank's Greek retail operations

On 13 June 2014, Alpha Holdings announced that it had entered into a definitive agreement with Citibank for the acquisition of Citibank's Greek retail banking business, including Diners Club of Greece. Under the agreement, the acquired operations comprised Citibank's wealth management unit with customers' assets under management of approximately €2.0 billion, out of which deposits amounted to approximately €0.9 billion and net loans, mainly credit card balances, amounted to €0.4 billion, as well as a retail branch network of 20 units serving around 480,000 clients. The acquisition was completed on 30 September 2014. As a result of the acquisition, the personnel working in the retail banking network of Citibank joined Alpha Holdings.

In June 2015 Diners Club Greece was merged into Alpha Holdings by way of absorption and, in September 2015, the migration of Citibank’s retail banking operations and Diners Club Greece operations into Alpha Holdings’ operating systems was completed.

ECB's Comprehensive Assessment

On 26 October 2014 the ECB and the EBA announced the outcome of their Comprehensive Assessment (the "**ECB Comprehensive Assessment**"). The assumptions and methodological approach of the ECB Comprehensive Assessment were established to assess banks' capital adequacy against an 8 per cent. and a 5.5 per cent. CET1 capital benchmark under the baseline and adverse scenarios respectively. The stress test period covered a three-year time horizon (2014-2016). In the static scenario, the stress test was carried out using a static balance sheet assumption as at 31 December 2013 and did not take into account any business actions implemented after 31 December 2013, which would have impacted the capital position and/or the financial standing of Alpha Holdings.

Alpha Holdings completed the ECB Comprehensive Assessment successfully and was the only Greek systemic bank that registered no capital shortfall for the baseline and adverse scenarios under both the static and the dynamic assumptions, producing excess capital, without taking into account developments with direct capital impact realised post December 2013.

Alpha Holdings exceeded the hurdle rates of 5.5 per cent. and 8 per cent. for the adverse and baseline scenarios for both static and dynamic assumptions with a (safe) margin ranging between €1.3 billion and €3.2 billion. More specifically, Alpha Holdings concluded the adverse scenarios with a CET1 ratio of 8.07 per cent. and a

capital surplus of €1.3 billion in the static assumption and a CET1 ratio of 8.45 per cent. with a capital surplus of €1.8 billion under the dynamic assumption.

The quality and level of Alpha Holdings' capital were further strengthened due to the capital issuance of €1,200 million, which took place in the first quarter of 2014, and the repayment of Greek state preference shares of €940 million (as described in "*2014 Capital Increase*" above). This net capital impact, amounting to €260 million, which was not included in the "join-up" result, due to the methodology applied, led to a CET1 capital ratio of 8.6 per cent. (representing a surplus of 3.1 per cent.) in the static adverse scenario.

Asset Quality Review ("AQR")

During the third quarter of 2015 the negotiations of the Hellenic Republic for the coverage of the financing needs of the Greek economy were completed on the basis of the announcements at the Euro Summit on 12 July 2015, resulting in an agreement for new financial support by the ESM. The agreement with the ESM that was signed on 19 August 2015 provided for the assessment of the four Greek systemic credit institutions (including Alpha Holdings) by the SSM in order to determine the impact from the deterioration of the Greek economy on their financial positions as well as any capital needs (the "**2015 Comprehensive Assessment**").

The 2015 Comprehensive Assessment comprised the AQR and a forward-looking stress test, including a baseline and an adverse scenario, in order to assess the specific recapitalisation needs of the individual banks under the third economic adjustment programme for Greece.

On 31 October 2015 the ECB announced that the 2015 Comprehensive Assessment revealed a total capital shortfall of €262.6 million and €2,743 million for Alpha Holdings under the baseline and the adverse scenarios respectively, including an AQR adjustment (€1.7 billion), after comparing the projected solvency ratios against the thresholds defined for the exercise. On 13 November 2015 in connection with its approval of Alpha Holdings' capital raising plans, the ECB recognised internal capital measures of €180 million, thus reducing the remaining adverse scenario capital shortfall that had to be addressed by Alpha Holdings to €2,563 million.

2015 Capital Increase

By virtue of the resolution of the Extraordinary General Meeting of the shareholders of Alpha Holdings that took place on 14 November 2015 the following items (among other things) were resolved: (i) the increase of the nominal value of each share by way of a reverse split from €0.30 to €15.00 along with a decrease of the total number of the existing shares (including the capitalisation of an amount of €42.60 in order to create an integral number of shares) from 12,769,059,858 to 255,381,200 ordinary, dematerialised, registered shares, with voting rights (each an "**Ordinary Share**"), by a ratio of one new share to 50 old shares and the subsequent decrease of the nominal value of each Ordinary Share from €15.00 to €0.30 and credit of the amount arising from the decrease to the special reserve in accordance with article 4 par. 4a of Greek law 2190/1920; and (ii) the share capital increase by payment in cash (including the equivalent to cash capitalisation of money claims), along with the abolition of pre-emption rights of the shareholders of Alpha Holdings, by the issuance of new, ordinary, registered, dematerialised shares, with voting rights to be specified by the Board of Directors of Alpha Holdings.

Alpha Holdings' Board of Directors at its meeting on 19 November 2015 specified the above resolution of the General Meeting regarding the share capital increase by the issuance of 1,281,500,000 new ordinary, registered, dematerialised shares of Alpha Holdings, of a nominal value of €0.30 per share at a €2.00 price per share (post reverse split) through: (i) payment in cash of an amount of €1,552,169,172.00 via a private placement through a book-building process, which commenced and was completed outside Greece, pursuant to the exception of article 3 par. 2 indent (α), to qualified investors, in accordance with article 2 par. 1 indent (στ) of Greek Law 3401/2005 and pursuant to article 3 par. 2 indent (γ) of Greek Law 3401/2005; and (ii) capitalisation of monetary claims of an amount of €1,010,830,828.00, in the context of the voluntary exchange of outstanding securities by their holders that participated in a liability management exercise. The proceeds from the capital increase were intended to strengthen Alpha Holdings' capital adequacy ratios.

Alpha Holdings was the first systemic bank in the Greek banking system in 2015 to be recapitalised by private funds, with its private placement having been subscribed by 1.72 times with no further HFSF participation, as the latter held approximately 11 per cent. in the share capital of Alpha Holdings with restricted voting rights.

Disposal of subsidiaries / branches

On 12 December 2014, Alpha Holdings announced the agreement to sell all of the shares held in its insurance subsidiary in Cyprus, Alpha Insurance Limited, in a transaction valued at €14.5 million. The transaction was completed on 16 January 2015.

On 23 January 2015, Alpha Holdings announced the sale of the entire share capital of Cardlink S.A., formerly held by Alpha Holdings and Eurobank Ergasias S.A. at 50 per cent. each, for a total transaction consideration of €15 million. Cardlink S.A. operates in the area of network service provision of point of sale terminals for electronic transactions with payment cards.

On 6 November 2015, Alpha Holdings concluded a definitive agreement regarding the acquisition of Alpha Holdings' branch in Bulgaria by Eurobank's subsidiary in Bulgaria, Postbank, subject to the receipt of regulatory and supervisory approvals. The sale was completed on 29 February 2016.

On 10 May 2016, Alpha Holdings announced the conclusion of the sale of 100 per cent. of Alpha Bank A.D. Skopje to Silk Road Capital, following receipt of all applicable regulatory approvals.

On 16 December 2016, Alpha Holdings concluded the sale and transfer to Home Holdings S.A., a joint venture formed by Tourism Enterprises of Messinia S.A. and D-Marine Investments Holding B.V., of its approximately 97.3 per cent. stake in the share capital of the ATHEX-listed company Ionian Hotel Enterprises S.A. ("**IHE**"). The total proceeds from the transaction amounted to €143.3 million, including the refinancing of the existing debt of IHE.

On 30 January 2017, it was announced that an agreement had been signed with the Serbian MK Group of companies on the sale of Alpha Holdings' 100 per cent. stake in the share capital of Alpha Bank Srbija A.D. The transaction was completed on 11 April 2017.

On 31 May 2019, the Group through its subsidiary Alpha Group Investments Limited, following an open tender process, sold 100 per cent. of the shares of AEP Chanion S.A. to Pangaea REIC and Pavalia Enterprises Limited, an entity owned by Dimand S.A. for a total consideration of €8.7 million. AEP Chanion S.A. was the sole owner of a prominent land plot in the city of Chania.

On 11 June 2019, Alpha Holdings completed the sale of all its shares in its subsidiary Alpha Investment Property I A.E. to Mavani Holdings Limited, an entity owned by Brook Lane Special Situations Fund for consideration of €91.9 million. Alpha Investment Property I A.E. held a portfolio of prime office real estate assets and its sale was part of Alpha Holdings' strategy to deleverage non-core assets.

On 7 January 2020, the disposal of the Group's subsidiary, AGI-Cypre Alaminos Ltd, was completed.

On 30 June 2020, the sale of the Group's subsidiary, AGI-BRE Participations 3 E.O.O.D, was completed.

On 5 August 2020, the sale of the Group's subsidiary, ABC RE L1 Ltd., was completed.

On 6 October 2020, the disposal of Alpha Holdings' participation in V Telecom Investment S.C.A and V Telecom Investment General Partner S.A. based in Luxembourg was completed.

On 6 November 2020, the disposal of the total shares of the Group's subsidiary, AGI-Cypre Property 3 Ltd, was completed.

On 11 November 2020, the sale of Alpha Holdings' participation in Mastercard Incorporated was completed.

On 24 December 2020, the disposal of the total shares of the Group's subsidiary, Alpha Investment Property GI I SMSA, was completed.

On 31 January 2021, the disposal of the total shares of the Group's subsidiary, AGI-Cypre Property 10 Ltd, was completed.

On 2 February 2021, Alpha Holdings signed an agreement with a consortium of domestic and international investors for the sale of Alpha Holdings' 71.08 per cent. stake in APE Investment Property S.A.

On 12 February 2021, the disposal of the total shares of Alpha Holdings' subsidiary, Alpha Investment Property Attikis II SA, was completed.

On 15 February 2021, the disposal of the total shares of the Group's subsidiary, AGI-CYPRE Property 36 Ltd, was completed.

On 26 February 2021, the disposal of the total shares of the Group's subsidiary, ABC RE P1 Ltd, was completed.

On 17 March 2021, the disposal of the total shares of the Group's subsidiary, AGI RRE Cleopatra SRL, was completed. As a result of such disposal, AGI RRE Cleopatra SRL's subsidiary TH Top Hotels is no longer part of the Group's portfolio of participations.

Other material milestones and transactions

On 12 June 2014, Alpha Holdings successfully issued a €500 million senior unsecured bond, with a 3-year maturity and 3.5 per cent. yield to maturity, with the book being oversubscribed by four times.

On 9 July 2014, the European Commission announced its approval of Alpha Holdings' restructuring plan, as submitted to the European Commission by the Greek Ministry of Finance on 12 June 2014.

On 4 December 2014, Alpha Holdings completed a shipping securitisation transaction in excess of USD 500 million, the first such Greek transaction since 2008.

On 12 November 2015, Alpha Holdings concluded a liability management exercise launched on 28 October 2015. The total accepted amount of the validly tendered securities amounted to €1,010,845,000 and contributed to the 2015 share capital increase. The offer was voluntary and offered the exchange of specific series of notes for shares, achieving a high participation rate of 93 per cent.

On 26 November 2015, the European Commission's Director-General for Competition ("**DGComp**") approved Alpha Holdings' revised restructuring plan, which was found to be in line with EU state aid rules and aims to enable Alpha Holdings to return to viability.

Further to Alpha Holdings' announcement on 24 December 2014, "*Cepal Hellas Financial Services S.A. - Servicing of Receivables From Loans and Credits*" (former Aktua Hellas) a Law 4354/2015 company was established on 24 February 2016 which is owned by the joint venture between Alpha Holdings and Centerbridge Partners Europe, LLP. Such company was the first one, on 29 November 2016, to be granted a licence by the Bank of Greece to manage receivables from loans and credits, pursuant to Law 4354/2015, as in force.

On 14 September 2018, Alpha Holdings completed the disposal of a portfolio of non-performing and uncollateralised retail loans in Greece with a carrying amount of €64.6 million as of 31 December 2017 to a company of the Norwegian group B2Holding.

The EBA conducted further stress tests on the Greek systemic banks in 2018, the results of which were announced on 5 May 2018. Based on feedback received by the SSM, the stress test outcome, along with other factors, have been assessed by its Supervisory Board and points to no capital shortfall. On 17 December 2018 the EBA announced its intention to carry out a new EBA stress test on the EU credit institutions in 2020. However, due to the outbreak of COVID-19 and its global spread, the EBA decided to postpone the EU-wide 2020 stress test until 2021 to allow banks to focus on and ensure continuity of their core operations. In respect of the 2020 position, the EBA carried out additional EU-wide transparency exercises to provide updated information on banks' exposure and asset quality to market participants. The 2021 stress test launched on 29 January 2021 and the results are expected to be published at the end of July 2021.

In May 2018, Alpha Holdings together with Alpha Bank Romania S.A. completed the disposal of a Romanian non-performing wholesale loans portfolio to entities financed by a consortium of international investors including Deutsche Bank AG, funds advised by AnaCap Financial Partners LLP and funds advised by APS Investments S.à.r.l. This transaction completed the actions carried out by Alpha Holdings to sell a significant part of its Romanian NPEs, which included the sale of a non-performing retail loans portfolio to the Norwegian group B2Holding, in the third quarter of 2017.

On 31 July 2018, the four systemic banks in Greece (the credit institution now known as the Bank, National Bank of Greece, Eurobank and Piraeus Bank) entered into an innovative servicing agreement with a credit institution specialised on servicing of NPLs, doBank S.p.A ("**doBank**"), in line with their strategic framework to reduce their NPEs by protecting the viability of small and medium enterprises and supporting the recovery of the Greek economy. doBank will support the four systemic banks in the exclusive management of common non-performing exposures of more than 300 Greek SMEs with an approximate nominal value of €1.8 billion.

On 28 November 2018, Alpha Holdings entered into a binding agreement with a consortium comprised of funds managed by affiliates of Apollo Global Management, LLC, and IFC (International Finance Corporation), a member of the World Bank Group, for the disposal of a mixed pool (i) of NPLs to Greek SMEs mainly secured by real estate assets (the "**NPL portfolio**") and, together with the wholly-owned Group company Alpha Leasing S.A., (ii) of repossessed real estate assets in Greece (the "**REO portfolio**"), with a total on-balance sheet gross book value of approximately €1.0 billion and €56 million respectively, as of 30 September 2018. The NPL portfolio transaction was completed on 24 December 2020, while the REO portfolio transaction was completed in the first quarter of 2020.

On 21 December 2018, the sale of a non-performing and uncollateralised retail loans portfolio in Greece was completed. The transaction price as incurred, taking into consideration the transaction costs and other liabilities, amounted to €62.6 million, whilst the gain amount of €7.8 million was recognised as "Gains less losses from discontinued recognition of financial instruments at amortised cost".

On 31 December 2018, Alpha Holdings successfully exited the restructuring plan approved by DGComp.

In 2018 Alpha Holdings initiated an action plan for the reorganisation of its key Group subsidiaries under three pillars, which was completed in December 2020. Pursuant to the reorganisation scheme Alpha Holdings' key subsidiaries were sold to the following three Group holding companies:

- Alpha Holdings Single Member S.A acquired the shares of the financial services companies based in Greece (ABC Factors Single Member S.A., Alpha Leasing S.A., Alpha Asset Management A.E.D.A.K., Alpha Finance Investment Services S.A and Alpha Ventures S.A.)

- Alpha International Holding SA ("**International HoldCo**") acquired the shares of the Group's foreign credit institutions (Alpha Bank Romania S.A. and Alpha Bank Cyprus S.A.) and Alpha Credit Acquisition Company Ltd, a licensed credit acquisition company that the Group has established in Cyprus, in December 2020, whilst the acquisition of the shares of Alpha Bank Albania SHA was

completed in January 2021. International HoldCo also acquired convertible securities issued by Alpha Bank Cyprus S.A. and held by Alpha Holdings.

- Alpha Group Investments Ltd acquired the shares of subsidiaries undertaking real estate related business (Emporiki Venture Capital Developed Markets Limited, Emporiki Venture Capital Emerging Markets Limited and Alpha Investment Property Attikis SA).

As at the date of this Offering Circular, all three holding companies are 100 per cent. (directly or indirectly) subsidiaries of Alpha Holdings.

On 14 October 2019, the Group subsidiaries Alpha Bank Cyprus and AGI-Cypre Ermis signed a long-term partnership agreement with DoValue S.p.A. in order to manage NPEs and the real estate portfolio in Cyprus, with a gross book value of €3.2 billion.

On 6 February 2020, Alpha Holdings priced a €500 million Tier 2 bond issue with an initial coupon of 4.25 per cent. This represented Alpha Holdings' inaugural CRD/CRR-compliant Tier 2 transaction and its first public unsecured debt transaction since 2014, with the lowest initial coupon for a Tier 2 instrument issued by a Greek bank in the prior 13 years.

On 11 February 2020, Alpha Holdings completed the establishment of a branch in Luxembourg and on 19 June 2020 the transfer of its London Branch operations to the Luxembourg Branch was completed.

On 26 June 2020, part of the performing and non-performing loans portfolio was transferred from Alpha Bank Cyprus Ltd to the Group's subsidiary Alpha Credit Acquisition Company Limited.

On 17 July 2020, Alpha Holdings completed the disposal of a pool of NPLs to Greek SMEs mainly secured by real estate assets, of a total on-balance sheet gross book value of €1.1 billion.

On 17 July 2020, Alpha Bank Romania S.A. and SSIF Alpha Finance Romania S.A signed an agreement for the absorption of the business activity of SSIF Alpha Finance Romania S.A. by Alpha Bank Romania S.A., which was completed on 5 October 2020. On 18 March 2021, the Financial Supervisory Authority (FSA) of Romania approved the withdrawal of SSIF Alpha Finance Romania S.A.'s license.

On 22 July 2020, Alpha Holdings acquired the remaining shares in Cepal Holdings S.A., taking its shareholding in Cepal Holdings S.A. to 100 per cent.

On 30 November 2020, the participation of Alpha Holdings in the B' Cycle of the Covid-19 Loan Guarantee Fund for Businesses of the Hellenic Development Bank was announced, aiming to actively support Greek businesses to face the consequences of the health crisis, mainly focusing to medium-sized, small and very small enterprises.

On 1 December 2020, Alpha Holdings transferred its business of servicing NPEs to Cepal Hellas, a wholly-owned licensed servicing company for loan receivables under law 4354/2015.

On 30 December 2020, Alpha Holdings agreed to enter into a new exclusive distribution agreement with Assicurazioni Generali for the sale of non-life and health insurance products through its distribution channels. The agreement will have an initial term of twenty years.

On 30 December 2020, Alpha Holdings participated in the share capital increase of IHE by subscription of preferred shares. As a result, Alpha Holdings acquired a 7 per cent. participation in IHE's share capital.

As of 10 January 2021, Alpha Holdings was fully registered with the new infrastructure 24/7/365 of the interbank pan-European payment system SEPA, having successfully completed the necessary technical tests, in cooperation with the DIAS Interbanking Systems S.A. Such registration is now held by the Bank as a result of

the Hive Down. The Bank is the first bank in the Greek market to apply to all its banking channels, and with the utmost security, the innovative service of instant payments for transactions within the Hellenic Territory.

The 2021 EBA EU-wide stress test launched on 29 January 2021 and its results were announced on 30 July 2021. As per such results, Alpha Holdings successfully concluded the 2021 EU-wide stress test. In particular, the starting point of the exercise was 31 December 2020, when the Bank had a CET1 transitional ratio of 17.1 per cent., a CET1 fully loaded ratio of 14.6 per cent. as well as a leverage ratio (transitional) of 12.5 per cent. and a leverage ratio (fully loaded) of 10.7 per cent.

- Under the baseline scenario, the capital generation for the 3-year period was 2.8 per cent. absorbing 2.4 per cent. IFRS 9 phase-in, resulting in a 2023 CET1 transitional ratio of 17.4 per cent. The 2023 CET1 fully loaded ratio reached 17.3 per cent. while the 2023 leverage ratio (fully loaded) came to 13.0 per cent.

- Under the adverse scenario, the 2023 CET1 transitional ratio stood at 8.4 per cent., largely driven by the negative impact of credit risk. The 2023 CET1 fully loaded ratio came to 8.3 per cent, while the 2023 leverage ratio (fully loaded) resulted in 6.1 per cent.

On 19 February 2021 a portfolio of both performing and non-performing loans, along with the real estate portfolio of AGI-Cypre Ermis Ltd and Umera Limited were transferred (accounting wise) to the Group's subsidiary Alpha Credit Acquisition Company Limited.

On 11 March 2021, Alpha Holdings successfully issued a €500 million Tier 2, subordinated bond with a 10.25-year maturity. The bond is listed on the Luxembourg Stock Exchange's Euro MTF market.

On 3 August 2021, Alpha Holdings and Nexi S.p.A. ("**Nexi**") announced the launch of a strategic partnership with the signing of a Memorandum of Understanding with respect to (a) the spin-off of the merchant acquiring business unit into a new entity in which Nexi will acquire a 51 per cent. stake and (b) entering into a long-term distribution agreement.

Performance Incentive Programme ("PIP")

On 31 December 2020, the Ordinary General Meeting of Alpha Holdings approved the establishment and implementation of a five-year stock options plan (period 2020-2024) in the form of stock options rights by issuing new shares, in accordance with article 113 of law 4548/2018, to members of the management and of the personnel of Alpha Holdings and its affiliated companies, within the meaning of article 32 of law 4308/2014. On 30 December 2020, Alpha Holdings' Board of Directors approved the regulation of the stock options plan and awarded stock options rights under the PIP for the financial years 2018 and 2019 to identified material risk takers of Alpha Holdings and its affiliated companies.

On 11 February 2021, in the context of implementation of the approved PIP and following the exercise of the stock options rights during the first exercise period, Alpha Holdings proceeded to an increase of its share capital by the amount of €684,514.80 with payment in cash and the issuance of 2,281,716 new shares of a nominal value of €0.30 each and an exercise price of €0.30 per share as well.

Hive Down

On 16 April 2021 the demerger of the credit institution under the name "Alpha Bank S.A." (under G.E.MI. number 223701000 and Tax Identification Number 094014249, which has been renamed "Alpha Services and Holdings S.A.",) was approved pursuant to the Decision of the Ministry of Development and Investments under prot. no 45089/16.4.2021 by way of hive-down of the banking business sector with the incorporation of a new company - credit institution under the name "ALPHA BANK S.A." (under G.E.MI. number 159029160000 and Tax Identification Number 996807331), in accordance with the provisions of article 16 of L. 2515/1997, as well as articles 54 par. 3, 57 par. 3, 59-74 and 140 par. 3 of L. 4601/2019 and article 145 of L. 4261/2014, as in force.

The approval of the Hive Down was registered with the General Commercial Registry ("**G.E.MI.**") on 16 April 2021 under the registration code number 2528634. As a consequence of the Hive Down, the Bank substituted Alpha Holdings by operation of Greek law, as universal successor, in all the assets and liabilities, rights and obligations and in general legal relationships of the banking business sector of Alpha Holdings. Moreover, the Bank continues its operation through the existing organizational structure, network of branch offices and premises.

Alpha Holdings, which ceased, on 19 April 2021, to operate as a credit institution, maintains the assets and activities not related to the banking business sector. Its shares remain listed on the Main Market of ATHEX. Alpha Holdings maintains direct and indirect participation in all companies that are included in the consolidated financial statements of Alpha Holdings, while it retains the insurance intermediary activity ("**bancassurance**") and the provision of accounting and tax services to affiliates and third parties. Furthermore, Alpha Holdings may proceed with the issuance of instruments in order to raise regulatory capital.

Alpha Holdings is the parent of the Bank and owns all of its shares.

Galaxy Transaction

On 22 June 2021, the Bank announced the completion of the Galaxy transaction (the "**Galaxy Transaction**") with Davidson Kempner, pursuant to the signed definitive agreement signed between the parties on 22 February 2021. The Galaxy Transaction included:

(a) the sale of 80 per cent. of its loan servicing subsidiary, Cepal Services and Holdings S.A. (at that time doing business as "Cepal Holding Single Members S.A.") ("**New CEPAL**") and

(b) the sale of 51 per cent. of the mezzanine and junior securitisation notes of the €10.8 billion NPEs portfolio (the "**Galaxy Securitisations**"),

to certain entities managed and advised by Davidson Kempner.

Upon the completion of the Galaxy Transaction, the Bank entered into an exclusive long-term servicing agreement with New CEPAL for the management of its existing Retail and Wholesale NPEs in Greece, as well as any future flows of similar assets and early collections. The term of the servicing agreement, which includes market standard terms and conditions (including key performance indicators, indemnities, etc.), is 13 years, with an option to extend.

Following the Bank's applications under HAPS pursuant to Law 4649/2019 for the inclusion of the Galaxy Securitisations SPVs (i.e. Orion X DAC, Galaxy II DAC and Galaxy IV DAC) to the Hellenic State's guarantees on the senior notes of such securitisations, Ministerial Decisions n. 2/47309/0025 /14.6.2021-Galaxy II DAC, 2/47306/0025/14.6.2021-Galaxy IV DAC and 2/47307/0025/14.6.2021-Orion X DAC (Governmental Official Gazette B2602/17.6.2021) approved the affiliation to the program. The HAPS guarantee entered into force on 20 July 2021, being the signing date of the government guarantee.

2021 Capital Increase of Alpha Holdings (Project Tomorrow)

Following the completion of an offering of shares of Alpha Holdings and pursuant to the resolution of the Board of Directors dated 30 June 2021, the offer price was set, at the recommendation of the global coordinators and bookrunners, at €1 per new share and the final number of new shares to be issued was set at 800,000,000. On 8 July 2021, the Board of Directors of Alpha Holdings verified the certification of payment of the subscription funds of the combined offering and the successful completion of the share capital increase.

2021 Share Capital Increase of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank (the "**EGM**") that took place on 23 July 2021 approved, among other things, the raising of common share capital amounting to up to €1 billion, through payment in cash and the issuance of new common, registered, voting shares, each of nominal value of €0.10 (the "**New Shares**") and set the offer price at €1.00 per New Share (the "**Offer Price**") and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 85152/28.7.2021 of the Ministry of Development and Investments. The said share capital increase was fully subscribed and paid for by Alpha Holdings, whilst the Board of Directors at its meeting of 26 August 2021 verified the certification of payment of the subscription funds.

BUSINESS OF THE GROUP

Introduction

Alpha Holdings was established in 1879 as the banking branch of "J.F. Costopoulos & Company".

Following the Hive Down (as further described in "*The Group – Hive Down"* above), Alpha Holdings became the holding company of the Group and the Bank was incorporated and registered in the Hellenic Republic as a limited liability company (under G.E.MI. number 159029160000 and Tax Identification Number 996807331) as the operating company of the Group. Alpha Holdings is the parent of the Bank and owns all of its shares.

The telephone number of the Bank is +30 210 326 0000 and the website of the Bank is https://www.alpha.gr/en/group/alpha-bank.

The Group is subject to supervision by the ECB/SSM, the Bank of Greece, the Hellenic Capital Market Commission (the "**HCMC**"), the Greek Ministry of Development and Investments and is subject, amongst other things, to banking, securities and accounting legislation in force.

The purpose of the Bank as set out in Article 4 of the Bank's Articles of Incorporation is to provide services and to engage, on its account or on behalf of third parties, in Greece and abroad, independently or collaboratively in any and all operations and activities allowed to credit institutions, in accordance with the legislation in force.

In order to serve the scope of business described above, the Bank may perform any kind of action, operation or transaction which, directly or indirectly, is pertinent, complementary or auxiliary to it and may take any action that directly or indirectly serves its scope of business, including any kind of cooperation with any third party. By way of indication, the scope of business of the Bank includes the following:

- taking deposits and other repayable funds;
- lending loans or other forms of credit, including, inter alia, consumer credit, credit agreements relating to immovable property, factoring with or without recourse, financing of commercial transactions (including forfaiting);
- financial leasing;
- payments and payment services;
- issuing and administering other means of payment (such as credit cards, debit cards as well as traveller's checks and banker's drafts);
- guarantees and commitments;
- trading for own account or for account of its customers in money market instruments (checks, bills, certificates of deposit, etc.), foreign exchange, financial futures and options exchange and interest-rate instruments, and transferable securities;
- participation in securities' issues and provision of services related to such issues, including in particular securities' underwriting;
- provision of advice to undertakings on capital structure, industrial strategy and related questions and advice as well as services relating to mergers and the purchase of undertakings;
- money broking;

- portfolio management or advice;
- safekeeping and administration of securities;
- credit reference services, including customer credit rating services;
- safe custody services;
- issuing electronic money;
- provision of investment services and ancillary services – apart from the abovementioned – and the exercise of investment activities provided for in article 4 of Law 4514/2018; and
- exercise of other financial or ancillary activities and the provision of any other service related to the above or the exercise of activity in accordance with the applicable legislation.

The activities of the Group are divided into six business units, with enhanced management and administrative responsibilities. The management of its overall strategy and the coordination of activities between business units is undertaken by its executive committee. Furthermore, the Group has strengthened the distinction between retail and wholesale banking and extended this organisational principle across the Group to apply to its operations in South Eastern Europe (Cyprus, Romania and Albania). It also maintains a presence in the United Kingdom (through its wholly-owned subsidiary Alpha Bank London Limited, although its United Kingdom branch office was moved to Luxembourg in line with the ECB/SSM Guidelines on the United Kingdom's withdrawal from the EU), Serbia, Bulgaria, Luxembourg, Ireland and Jersey.

At the income-generation level the Group operates the following business units:

Retail Banking

This unit includes all individuals (retail banking customers), self-employed professionals, small and very small companies operating in Greece and abroad, except for countries in South Eastern Europe. This unit also deals with the securitised loans of Galaxy III Funding Designated Activity Company and Cepal Hellas Financial Services Single Member S.A. The Group, through its extended branch network, offers all types of deposit products (deposits / savings accounts, working capital / current accounts, investment facilities / term deposits, repos, swaps), loan facilities (mortgages, consumer, corporate loans, letters of guarantee), debit and credit cards of the above customers and bancassurance products provided through affiliated companies.

Corporate Banking

This unit includes all medium-sized and large companies, corporations with international business activities, corporations that have a relationship with the Corporate Banking Division and shipping companies operating in Greece and abroad, except for those from South Eastern European countries. This unit offers working capital facilities, corporate loans, and letters of guarantee to the above mentioned corporations. This unit also offers leasing products through the Group's subsidiary, Alpha Leasing S.A., as well as factoring services which are provided by ABC Factors S.A., another Group subsidiary.

Asset Management and Insurance

This unit includes a wide range of asset management services offered through the Group's private banking units, its subsidiary - Alpha Asset Management A.E.D.A.K., as well as dealing with the proceeds from the sale and the management of mutual funds. In addition, it includes income received from the sale of a wide range of insurance products through the Group's subsidiary Alphalife A.A.E.Z.

Investment Banking / Treasury

This unit includes stock exchange, advisory and brokerage services related to capital markets, and also investment banking facilities, which are offered either by the Bank or specialised subsidiaries which provide the aforementioned services (Alpha Finance A.E.P.E.Y., Alpha Ventures S.A.). It also includes the activities of the Dealing Room in the interbank market (FX swaps, bonds, futures, IRS, interbank placements – loans, etc.) as well as securitisation transactions.

South Eastern Europe

This unit consists of the Group's subsidiaries, which operate in South Eastern Europe (including Cyprus).

Other

This segment includes the non-financial activities of the Group, as well as unallocated/non-recurring income and expenses and intersegment transactions.

A more detailed description of each business unit follows:

Retail Banking

The Bank is a major participant in the retail banking sector in Greece and as at 30 June 2021 had a domestic network of 306 branches, seven private banking (customer service centres) and five commercial centres. Each Greek branch network is supported by a nationwide network of 1,293 ATMs. Its retail banking activities and products include deposits, investment products, distribution of bancassurance and standard insurance products (most commonly, policies attached to mortgage sales), banking activities on commission (mutual funds, credit cards, capital transfers, brokerage activities and payroll services), loans to individuals (consumer and housing loans) and loans to small-sized firms.

Retail deposits

The retail deposits of the Greek private sector increased by €11.3 billion at the end of June 2021 on a year-on-year basis (Source: *Bank of Greece, Bank Deposits*). The Bank's market share of retail deposits reached 21.25 per cent. at the end of June 2021, while the overall market share in Greek deposits at the end of June 2021 stood at 22.26 per cent. (Source: *Market Shares, Internal Report from Strategy Division*).

Retail loans

Loans to customers measured at amortised cost (before provision for impairment losses) of retail lending (which includes loans to small businesses) on a consolidated basis amounted to €20.2 billion as of 30 June 2021, whereas for Greece they stood at €16.5 billion.

Lending to Individuals

Despite the recent COVID-19 crisis that has inhibited any upward trends in the retail lending market, the Bank has maintained its position as one of the leading banks in the retail credit market by offering a full range of products designed to cover all personal and housing needs.

The Bank offers housing loans with variable or fixed rates that finance the purchase of a house or land, as well as construction, renovation, extension or repair works.

Regarding consumer loans, the Bank offers a wide variety of consumer finance solutions through a consumer loans product mix that has been designed to respond to the needs of its retail banking customers. The Bank's

consumer loans are offered either with variable or fixed rates and finance either specific needs (purpose loans for car acquisition, educational purposes or home refurbishments) or other personal needs.

During 2021, the Bank continued to focus on alleviating the negative effects of the COVID-19 pandemic, by providing relief to individuals affected by the COVID-19 pandemic either via a moratorium scheme or via the state-supported "Gefyra" programme.

At the same time, the Bank strengthened its product offering by extending promotions regarding its core housing product "Alpha Residence". Customers buying their first home may enjoy favourable financing as well as benefits for all the members of their family.

Under the extraordinary socio-economic circumstances due to COVID-19, the Bank, aiming to boost consumer confidence and subsequent sales, has chosen to participate in the green loans market by carrying out promotional campaigns for its green consumer loans. Particular focus has been given to eco-friendly transportation with offers regarding the purchase of an electric or hybrid car. In this context, the Bank, being the only bank with physical presence in the Astypalea island, is participating and contributing in the e-Astypalea project. The project aims to transform the island into a smart, sustainable island within the next few years through the use of electric means of transportation. The Bank, in order to support electric mobility on the island, is offering a special product with a particularly preferential pricing for the acquisition of new electric cars.

Additionally, the Bank continued to participate in the "Exoikonomisi Kat' Oikon II" programme, a co-financed programme of the Ministry of Environment and Energy, designed to incentivise owners of residential properties to improve the energy efficiency of their homes. Disbursements since the start of the programme in 2018 have exceeded €20 million. At the same time, the Bank continues to support its existing customers by offering comprehensive solutions to allow them to service their loans promptly. Besides, the successful completion of the Galaxy Transaction (as further described in "*The Group – Hive Down*" above) during the difficult pandemic era, reflected the Bank's operational readiness and its commitment to achieving its strategic goals.

As of 30 June 2021, the carrying amount (before allowance for impairment losses) of the Bank's mortgage loans measured at amortised cost stood at €12.7 billion, after the successful completion of the Galaxy Transaction.

The Group's carrying amount of consumer loans (before allowance for impairment losses) carried at amortised cost amounted to €3.3 billion as at 30 June 2021.

Payment cards

The Bank has a leading position in the Greek market for both card issuance and acquiring. The Bank's debit and credit card portfolio exceeds four million cards. In credit cards, the Bank maintains significant market share in terms of billings and balances. The sales volume of credit and debit cards in 2020 was approximately €8 billion, a 5 per cent. increase compared to 2019 and the 2021 sales volume is expected to reach €9 billion. As at 30 June 2021, outstanding balances amounted to €829 million. With respect to its acquiring business, the Bank is the only acquirer in Greece of all the major payment schemes: American Express, Visa, MasterCard and Diners and operates a network of approximately 190,000 associated merchants, holding a significant position in the Greek acquiring market.

Corporate Banking

Corporate Banking

The Bank provides a full range of corporate banking services to Greek companies, foreign corporations active in Greece and, to a lesser degree, public sector entities. Corporate clients serviced by the Bank's Corporate Banking division generally have an annual turnover of at least €75 million. The Bank's credit portfolio is mainly

composed of companies in the manufacturing, wholesale and retail trade, construction, real estate, energy, fuels and infrastructure sectors.

The Bank offers a number of services to corporate customers, including acceptance of deposits, short-medium and long-term lending both in euro and foreign currencies, cashing cheques, foreign exchange transactions, transactions in treasury and money market instruments, letters of guarantee, factoring and leasing. Its services offered also include other cash and risk management services. The Bank also provides certain other banking services to corporate customers, including arrangement and participation in syndicated loans to large-sized companies and participation in bilateral debt restructuring transactions, according to clients' financial needs.

Commercial Banking

The Bank provides services to companies located on the Greek mainland and islands. The Bank services hotel and hospitality enterprises with credit limits over €1 million and annual turnover over €2.5 million and additionally, all other companies operating outside the hotel and hospitality sectors with credit limits over €1 million and annual turnover between €2.5 million and €75 million.

In order to provide qualitative services and appropriate solutions to each client, customized expertise is divided between two divisions. The Commercial Centres Division serves the clients of the Greek mainland that operate in sectors outside of hospitality and tourism, whilst the Hospitality and Tourism Division provides services to clientele located on the Greek islands, as well as to all companies in Greece operating in tourism and hospitality.

The Bank’s centralised customer relationship management system offers a wide spectrum of tailor made solutions to meet its clients’ needs. In addition, the Bank provides a wide range of other products and financing tools with the support of supranational organisations, the Entrepreneurship Fund and the Hellenic Development Bank.

Shipping Finance

The Bank has been successfully involved in shipping finance for over 20 years, providing finance for new and second-hand vessels and traditional banking products / services (cash management, remittances, foreign exchange transactions, hedging solutions, etc.) to Greek-owned / managed ocean-going shipping companies (owning mainly tankers, dry bulk carriers, container vessels and LNG carriers).

Despite the fluctuations in the freight markets and world economy, Greek shipowners continue to demonstrate their commitment and strong position in the shipping industry, while bank lending remains the main means of raising funds. The Bank, being one of the main lenders in Greek shipping, continues to aim for the best possible response to its customers’ needs.

Alpha Leasing S.A.

Alpha Leasing S.A., established in 1981, is a wholly owned subsidiary of the Bank, and provides a wide range of financial leasing services and products to its customers. Alpha Leasing S.A. is service-oriented, focusing on the selective implementation of its customers' investment plans (1,974 customers as at 30 June 2021), while securing low risk and acceptable return levels for its portfolio. As at 30 June 2021 total receivables from leasing (after allowance for impairment losses) amounted to €392 million (compared with €383 million at 31 December 2020). As at 30 June 2020, Alpha Leasing S.A. had 36 employees.

ABC Factors Single Member S.A.

Through ABC Factors Single Member S.A., the Bank provides a wide range of factoring services (domestic factoring with and without recourse, reverse factoring, invoice discounting, accounts receivables control, management and collection services, import and export factoring and forfaiting). Since its establishment in

1995, ABC Factors Single Member S.A. has held a dominant position in the Greek factoring market based on the value of the assigned receivables and profit before taxes, according to a comparative analysis of the competition (Source: *Hellenic Factoring Association*). For the period from 1 January to 30 June 2021, the turnover of ABC Factors Single Member S.A. (amount of trade receivables) amounted to €2.02 billion (compared to €2.06 billion for the same period of 2020). As at 30 June 2021, the company had 78 employees.

Asset Management & Insurance

The Asset Management & Insurance segment includes private banking, asset management, and insurance services.

Private Banking Unit

Since 1993, the Bank has been providing a full range of portfolio management services as well as upgraded banking services to high net-worth clients. The services are provided under the trade name "Alpha Private Bank" by a network of five exclusively designated 'Private Banking Centres', seven service points at selected branches in Greece's largest cities and one Private Banking Centre accommodating assets in Greece and abroad.

The unit, operating under the supervision of the General Manager – Wholesale Banking and with support from a team of portfolio counsellors and analysts, provides the Bank's upper client segment with optimised portfolio management solutions under the Discretionary, Advisory, Transactional Advisory and Execution Only framework. The sales team consists of 50 specialised and certified private bankers. As of 30 June 2021, the unit’s total assets under management stood at €4.9 billion and 6,300 investment portfolios, contributing approximately €15.5 million in gross revenues.

Since 2018 and aiming at improving its Private Banking "Customer Journey" through the enhancement of investment services, the unit introduced the:

- "InvestoR" Electronic Platform which provides flexibility and automation of the advisory investment process, in full compliance with MiFID II;
- use of mobile devices (tablets) in the provision of private banking services, facilitating direct and personalised communication between the private banker and the customer;
- use of the electronic client signature ("e-signature") that, combined with the utilisation of tablets for the completion of the InvestoR session and the remittance of investment orders, enhances transaction efficiency and client experience; and
- consolidation of the Alpha Private Bank Customer Phone Service, which provides swift and secure specialised banking services to Private Banking customers during extended working hours without visiting an Alpha Bank branch.

In recognition of the consistent high quality that defines the Bank’s Private Banking services, Alpha Bank was named "Best Private Bank in Greece" for 2018, 2019 and 2020 by the internationally acclaimed publications "Professional Wealth Management (PWM)" and "The Banker" of the Financial Times Group.

Alpha Asset Management M.F.M.C.

Alpha Asset Management M.F.M.C., established in 1989, is a Greek management company organised under Directive 2009/65/EC, duly authorised and supervised by the competent Greek supervisory authority, HCMC. Alpha Asset Management M.F.M.C is involved in the management of mutual funds (UCITS), offered to retail and institutional investors, while it also offers asset management services (discretionary portfolio management) to institutional investors, such as pensions funds, insurance companies and other entities. It is a wholly-owned subsidiary of the Bank.

Alpha Asset Management M.F.M.C. holds a leading position in Greece in the areas of mutual fund management and discretionary portfolio management. As of 30 June 2021 it enjoys a market share of 20.4 per cent. in the domestic mutual funds industry (Source: *Hellenic Fund & Asset Management Association*), offering 23 mutual funds (€2 billion, as of 30 June 2021), domiciled in Greece and in Luxembourg, that cover all major asset classes and geographies. As of 30 June 2021, total assets under management stood at €2.75 billion, of which €740 million refer to discretionary segregated accounts managed for institutional investors.

In December 2018, Alpha Asset Management M.F.M.C. became a signatory to the United Nations-backed "Principles for Responsible Investments" initiative. The investment process of the funds combines the quantitative and qualitative criteria of the fund selection process with the integration of environment, social and governance (ESG) criteria, aiming at a positive social and environmental impact.

Alphalife Insurance Company S.A.

Alphalife Insurance Company S.A., a wholly owned subsidiary of Alpha Holdings, is a life insurance company (licenced and supervised by the Bank of Greece) and is active exclusively in the bancassurance market of investment and pension life insurance products, solely through the branch network of the Bank.

Despite the fact that the commencement of its business in 2010 coincided with the economic recession in Greece, there has been an increase in premium production, in the portfolio of insurance contracts and in reserves and assets under the management of Alphalife Insurance Company S.A. during the period between 2010 and 30 June 2021. Key figures for the six months period ended 30 June 2021 are: insurance premiums received of €65.2 million, assets under management of €695.5 million and profits before income tax of €2.9 million.

Investment Banking and Treasury

Investment Banking

The Investment Banking unit includes the activities of Corporate Finance, Structured Finance and Real Estate Investments, as these are described below.

The Corporate Finance Division is comprised of two units (Capital Markets & Financial Advisory Services and Real Estate Investment Services), whose main activities are outlined below:

Capital Markets and Financial Advisory Services

The Capital Markets and Financial Advisory Services arm offers services relating to mergers and acquisitions, restructurings, privatisation projects, valuations, capital markets transactions in equity and corporate bonds, public tenders and concessions and holds a leading position among the local investment banking units.

On the Capital Markets side, the Corporate Finance Division provided, in 2020, underwriting advisory services to Lamda Development for the listing of corporate bonds on ATHEX as well as advisory services to private companies listed on ATHEX, in connection with rights issuances such as Avax S.A. and Premier Properties S.A. (for a share capital increase with cash and a share capital increase with asset contribution). Moreover, the division acted as advisor to the offeror for the tender offer from Sterner Stenhus Greece for the acquisition of shares of Pasal Development S.A. (currently Premia Properties S.A.). In addition, the division successfully completed the IPO of Epsilon Net on the Regulated Market of ATHEX. The unit acted as joint coordinator and bookrunner with respect to the public offering and listing on the ATHEX of the corporate bond of OPAP S.A., which was completed in October 2020.

In the first half of 2021, the division acted as issue advisor and joint coordinator and bookrunner for the bond listing of Motor Oil S.A. and Costamare Participations Plc. Moreover, the unit acted as lead underwriter to the €0.8 billion share capital increase of Alpha Holdings. Furthermore, advisory services were also offered to

private companies trading on ATHEX in connection with share capital increases, corporate bond issuances and tender offers, which are expected to close in the second half of 2021.

With respect to Financial Advisory Services, in 2020 and up to 30 June 2021, the Corporate Finance Division provided, among other things, a fairness opinion to the Hellenic Telecommunications Organization S.A. for the sale of its 54 per cent. stake in Telekom Romania S.A. to Orange Romania and financial advisory services to Unilever S.A. for the sale of its tomato product retail sector (Pummaro line) in Greece.

On the privatisation side, the unit advised the Hellenic Republic Asset Development Fund (HRADF) on the award of a concession to operate, maintain and commercially exploit Egnatia Motorway and also provided financial advice to Hellenic Petroleum S.A. with respect to the privatisation of DEPA Infrastructure S.A. and DEPA Commercial S.A.

Real Estate Investments Services

Real Estate Investments Services undertakes the management, operation, formulation and execution of related strategic and business plans for real estate assets in Greece and South Eastern Europe acquired as a result of the enforcement of security under loan facility agreements. The aim of the Real Estate Investments Services unit is to safeguard and maximise recovery value of those assets, as well as to secure their efficient and risk-fenced management through the establishment of SPVs. The Real Estate Investments Services unit acts as one of the internal real estate commercialisation channels in close collaboration with Alpha Real Estate Management and Investments SA, Alpha Astika Akinita S.A., the Bank's subsidiaries in South Eastern Europe and other external partners.

In 2020, the Real Estate Investments Services unit concluded sales of real estate assets under management in Greece, Bulgaria and Romania totalling €47 million. These included the sale of:

- a SPV holding a complex of residential properties in Athens, for a total consideration of €24.2 million;
- a complex of residential properties in Athens for a total consideration of €5.2 million;
- a prime commercial real estate asset in Athens for a total consideration of €1.5 million;
- an SPV holding a commercial real estate asset in Bulgaria for a total consideration of €11.3 million;
- two land plots in Bucharest, Romania for a total consideration of €3.45 million; and
- residential properties in four residential projects in Bucharest, Romania (almost fully deleveraging the Bank's residential portfolio in Romania) for a total consideration of €1.45 million.

In addition to the above, another €37 million of sales concluded in the first half of 2021, as follows:

- a SPV holding a portfolio of prime commercial real estate assets in Athens, for a total consideration of €27.5 million; and
- a SPV holding a hotel portfolio in Romania for a total consideration of €9.5 million.

Structured Finance

The Bank holds a leading position in the Greek structured finance market, offering project financing on a non-recourse basis for large projects in infrastructure (motorways, airports, ports, etc.) and energy (renewables, cogeneration and thermal power plants), either on a bilateral or a syndicated basis, in Greece and abroad. The Bank is also active in commercial real estate finance through structured financing of projects in Greece and South Eastern Europe.

In the first half of 2021, the Structured Finance Division was actively involved in arranging new structured financings on a syndicated or bilateral basis in the power sector, with a focus on renewable energy sources and wind farms and in public-private partnerships.

In the field of advisory services, the Structured Finance Division acts as adviser to the Hellenic Republic Asset Development Fund (TAIPED) for privatisations.

In the real estate sector, the Structured Finance Division successfully completed a number of selective transactions in Greece and Romania.

On the basis of existing mandates regarding the arrangement of financing for various projects, the volume and the performance of the loan portfolio are expected to increase in the following years, with business growth driven primarily by projects in the renewable energy sector, infrastructure projects, public-private partnerships and the development of income-producing properties.

Alpha Finance Investment Services Single Member S.A.

Established in 1989, Alpha Finance Investment Services Single Member S.A. is one of the oldest members of ATHEX. As an investment services provider regulated by the HCMC, it offers, *inter alia*, brokerage services in domestic and international equities and derivatives, as well as research. Alpha Finance Investment Services Single Member S.A. is a member of ATHEX, ENEX and the Cyprus Stock Exchange. The firm follows an open architecture strategy to broaden and diversify the investment options of its clients. It offers a wide range of investment services as well as access to the largest international stock exchanges. Alpha Finance Investment Services Single Member S.A. acts as a market maker for the stock and derivatives markets of ATHEX.

For the six month period ending on 30 June 2021, Alpha Finance Investment Services Single Member S.A. reported profit after tax of €2.0 million compared to €0.9 million for the same 2020 period. Revenues as of 30 June 2021 increased by 17 per cent. compared to the same 2020 period, to reach €5.8 million. Shareholder's equity at the end of the second quarter of 2021 stood at €28.4 million compared to €26.5 million on 31 December 2020.

Treasury

The Bank participates in the interbank spot, money, bond and derivatives markets. Its use of sophisticated systems to measure risk, along with the Bank's conservative trading profile, have contributed to risk limitation, enhancement of flexibility in adapting to changing market conditions, and improved performance. The Treasury Division is particularly active in both the Greek primary and secondary bond markets as well as in the primary and secondary European and international debt capital markets.

South Eastern and rest of Europe

The Group is active in South Eastern Europe and has a presence in Cyprus, Romania and Albania. It has a presence in the United Kingdom through the Bank's subsidiary Alpha Bank London Limited but, following relevant ECB/SSM guidelines driven by Brexit, the Bank in June 2020 established a branch in Luxembourg to which the activities of the Bank's branch in London were transferred, following which the London branch ceased its operations. The Group also has a presence in Jersey. As at 30 June 2021, the Group had a total of 183 branches and 2,999 employees in South Eastern Europe and the rest of Europe (excluding Greece but including the Bank's Luxembourg branch).

As at 30 June 2021 loans and advances to customers (before allowance for impairment losses) reported under the segment of South Eastern Europe amounted to €6.1 billion corresponding to 14.0 per cent. of total loans and advances to customers (before allowance for impairment losses) of the Group on a consolidated basis, while due

to customers amounted to €5.2 billion corresponding to 11.5 per cent. of total due to customers of the Group on a consolidated basis.

Other Activities

Alpha Astika Akinita A.E.

Alpha Astika Akinita S.A. was founded in 1942 and since 1999 the company's shares have been listed on ATHEX. The company operates mainly in the Greek real estate market. It also extends its activities to the markets of Romania, Bulgaria and Cyprus through its subsidiaries, Alpha Real Estate Services S.R.L., Alpha Real Estate Bulgaria E.O.O.D., Chardash Trading E.O.O.D. and Alpha Real Estate Services L.L.C.

The main objective of Alpha Astika Akinita S.A. is to manage and value real estate properties as well as the rights relating to real estate owned by the Group. Furthermore, the company provides property management services, brokerage services, appraisals, technical consultations and comprehensive services for enhancing real estate exploitation owned by third parties. Regarding its property management services, brokerage, property valuation, investment appraisals, project management and evaluation of property development projects, Alpha Astika Akinita S.A. has been certified with ISO 9001.

Moreover, the company owns 18.42 per cent. of the share capital of Propindex S.A., a company which creates, calculates and produces indicators related to the real estate market.

Custodial Services

The Bank has a specialised organisational unit that performs custodial functions servicing local and foreign institutional investors and retail clients. As at 30 June 2021, total assets under the Bank's custody were approximately €11.3 billion as follows:

- the value of the institutional clientele's portfolio amounted to approximately €4.1 billion, while the fee and commission income from 1 January 2021 to 30 June 2021 amounted to approximately €1.3 million. The main categories of institutional clients under custody are insurance companies, institutions for occupational retirement provision (IORPs), banks and asset management companies;
- the value of the retail clientele's portfolio amounted to approximately €2.2 billion while the portfolio maintenance commissions earned between 1 January 2021 to 30 June 2021 amounted to approximately €1 million; and
- the value of Alpha Holdings' portfolio amounted to approximately €5 billion while the fee and commission income from 16 April 2021 to 30 June 2021 amounted to approximately €0.04 million.

NPE Management

In a challenging economic environment, the Bank set as a paramount objective the effective management of NPEs, as this will lead not only to the improvement of the Bank’s financial strength but also to the release of funds towards households and productive business sectors contributing to the development of the Greek economy in general. The Bank no longer operates an NPL management unit as such operations were carved out to the Bank's wholly owned subsidiary, Cepal Hellas, on 1 December 2020. The management and servicing of all NPE and NPL exposures of the Bank was assigned to Cepal Hellas. Furthermore, on 1 December 2020 the Bank established a dedicated unit "Strategy Recovery and Monitoring of NPEs" which is responsible for the monitoring of the servicer’s performance in relation to the goals set out in an NPE business plan. Furthermore, this unit is responsible for the prevention of the new formation of NPEs.

The Bank submitted the NPE business plan to the SSM on 15 April 2020, including targets per asset class for the period of the second half of 2021 to 2023. The NPE business plan illustrates a mix of organic and inorganic

solutions to achieve the plan. The Bank's objective for the management of troubled assets is to reach NPE balances of approximately €2.2 billion by the end of 2023, a reduction of €18 billion compared to the ending balance as of 31 December 2020. As of 31 December 2020, the Group's gross balance of NPEs stood at €20.9 billion.

The achievement of objectives is driven by the implementation of initiatives concerning:

- governance, policies and operating model through increased oversight and active involvement of management and the Board of Directors with clear roles and accountabilities through the relevant committees;
- application of private and public moratoria, offering instalment postponement to debtors financially affected by the COVID-19 pandemic, in order to seek to restrain new NPE inflows and protect asset quality;
- continuous monitoring of private and public moratoria in order to seek to ensure that there will not be new NPEs formation;
- portfolio segmentation and analysis based on detailed execution roadmaps within a strict and defined segmentation framework under continuous review, update and improvement;
- design of new products that take into account the characteristics of the portfolio, and the assessed COVID-19 impact on the borrowers' repayment capacity;
- the Bank making the appropriate implementations in order to support the "Gefyra II Programme" which refers to an 8-month State subsidy of loans granted to micro, small and medium-sized enterprises that have been financially affected by the Covid-19 pandemic;
- effective human resources management focusing on know-how and training, which is further improved through attracting specialised executives; and
- in cooperation with the other Greek systemic banks an assignment agreement has been signed with doBank Hellas for the management of non-performing SME exposures of approximately €420 million over total SME exposures of the Greek systemic banks of approximately €1.5 billion. The aim of this common initiative of the four Greek systemic banks is to tackle SME NPEs in cases where the banks have common exposure, in coordination and with a uniform credit policy as well as to provide common solutions.

It should be stressed that the successful implementation of the Bank's NPE strategy is conditional on a number of external / systemic factors that include, among other things, the following:

- realisation of a continuously improving economic environment in a post COVID-19 era, assuming that no further waves of the pandemic will occur. Measures for individuals and small businesses are in place to reduce the economic impact from the COVID-19 pandemic;
- restart of electronic auctions after their suspension due to COVID-19, to support liquidations and serve as a credible enforcement tool for non-cooperative borrowers; notwithstanding the positive expected impact of the E-Auctions platform, there are certain impediments of a legal nature (e.g. the ability of a borrower's petition in Greek law 3869/2010 shortly before auction) that are adversely affecting the flow of E-Auctions;
- acceleration of Household Insolvency Law (Greek law 3869/2010) court decisions – further legislative changes that facilitate interbank cooperation in managing cases within the Greek law 3869/2010

framework; some progress has been recorded with respect to enhancing the case-processing capacity of courts through new staff appointments and training of judges on financial topics;

- new protection measures (Gefyra programme) for loans for which the primary residence of the borrower has been used as collateral. More specifically, the mortgages and business loans of borrowers who have been affected by the COVID-19 pandemic will be subsidised to a very large extent by the Greek state for a period of nine months; and

- the Insolvency Code, which is expected to be in effect in the second half of 2021. The Insolvency Code is expected to simplify the bankruptcy process and enhance the collective satisfaction of creditors by ensuring the expedited liquidation of all assets is included in the insolvency estate.

The Bank's full commitment towards the active management and reduction of NPEs over the business plan period not only remains intact, but is reinforced through the constant review and calibration of the Bank's strategies, products, and processes to the evolving macroeconomic environment.

Distribution Network

Branch Networks

The Bank's presence in Greece and other countries in which it operates is supported by a network comprising 501 branches as at 30 June 2021, which includes approximately 306 retail branches in Greece, five commercial centres in Greece, seven Private Banking customer service centres in Greece and 183 retail branches outside Greece.

myAlpha

The Bank's pillar "myAlpha" includes all electronic services and electronic products, for individuals and businesses, such as "myAlpha Web", "myAlpha Mobile" and "myAlpha Phone", as well as the digital wallet "myAlpha wallet".

e-Banking

At the end of June 2021, active e-Banking customers (web and mobile) for individuals and businesses increased by 15 per cent. compared with the equivalent period in 2020, with more than 93 per cent. of all transactions being digital network transactions.

In the first half of 2021, more than 1,000 payment services were offered. At the same time, the efforts to optimise the provision of product information as well as to improve transaction service levels continued, resulting in further improvement of customer experience.

In addition, a series of functional upgrades were carried out to provide customers with uninterrupted quality services and efficient support.

myAlpha Web

Active subscribers to "myAlpha Web for Individuals and Businesses" increased by 11.6 per cent., while transactions made using the service also increased by 10.36 per cent. compared to the first six months of 2020.

Specifically, "myAlpha Web for Individuals" continued its upward trend in the first half of 2021, with an 11.87 per cent. increase in active users over the first six months of 2020. Through "myAlpha Web for Individuals", users can:

- carry out instant or post-dated payments on accounts, cards and loans;

- make payments to public sector entities;
- make quick transfers to any bank in Greece or abroad;
- set up and manage alerts via email or text message;
- view their accounts, card details and loan e-statements; and
- apply online for products such as debit cards, deposit accounts and term deposits.

As part of the efforts to constantly improve the services provided and adopt new technologies in electronic banking, "myAlpha Web for Businesses" continues to develop new features that ensure greater flexibility and security in customer transactions and continued its upward trend in the first half of 2021, expanding its customer base with a 9.58 per cent. increase in active users over the first six months of 2020.

myAlpha Mobile

"myAlpha Mobile" has evolved dynamically in recent years, attracting increasingly more users. Active users have increased by 25.59 per cent. between 30 June 2020 and 30 June 2021, while there was a 34 per cent. increase in users served exclusively through "myAlpha Mobile" on their mobile phones between 30 June 2020 and 30 June 2021. In the first half of 2021, two out of three subscribers to the Bank's digital networks used the mobile app on a monthly basis and almost one out of three e-Banking subscribers used only the mobile service to obtain updates and carry out transactions.

myAlpha Phone

myAlpha phone provides information to customers and helps them carry out transactions via an automated system or with the assistance of a call centre agent. This is particularly useful for customers with reduced mobility or visual impairments.

Electronic payment services

myAlpha wallet

In 2020, myAlpha Wallet was upgraded. The new myAlpha Wallet offers contactless payments on all physical POS terminals, with a contactless signature.

Electronic Services for Businesses

Alpha e-Commerce

The active subscribers and the transactions in Alpha e-Commerce increased in the first six months of 2021, as follows:

- the number of active subscribers grew by 43 per cent.; and
- the number of transactions grew by 53 per cent.

There was also an increase in "IRIS" service transactions as follows:

- the number of transactions grew by 28 per cent.; and
- turnover grew by 26 per cent.

Alpha Mass Payments

"Alpha Mass Payments" is dedicated to collecting dues via standing orders and/or alternative networks, as well as carrying out mass payments (e.g. payroll, payment of suppliers etc.). The service's user-friendly interface offers features that allow users to create, send and monitor the progress of mass payment orders (e.g. payroll or payment of suppliers) and effectively serves small and medium-sized enterprises.

Automated Banking Services

To enhance customer service and increase the efficiency of the Bank's ATM network while rationalising their operating costs, approximately 250 feasibility studies, primarily concerning the configuration of the network of off-site ATMs (withdrawals, relocations, new installations, replacements, adjustment of rentals etc.), were carried out in the first half of 2021 and cost-benefit reports were compiled on the operation of all off-site ATMs.

The Bank also installed 35 new ATMs (30 off-site and 5 in branches) and withdrew 30 ATMs (8 off-site and 22 due to changes in the branch network) in the first half of 2021. Moreover, as part of the off-site ATM replacement plan, launched in 2020, 45.7 per cent. of the off-site network is operating with state-of-the-art machines, 18 of which are now offering online cash deposits.

As of 30 June 2021, out of a total of 1,293 ATMs, 228 (17.6 per cent.) allow use by persons with visual impairments, due to their special settings, 101 of which are enabled with the option of voice instructions.

To serve customers even better and to reduce the workload of branch tellers involving deposits and cash payments, 468 automated cash transaction centres (ACTCs) are operating in 2,922 branches, covering 95.7 per cent. of the branch network.

Alpha e-statements

"Alpha e-Statements" continued its successful course, significantly contributing to the efforts to reduce paper and ink use and save resources, as a considerable number of Bank customers opt for electronic statements instead of paper bank statements.

Donations for Social Purposes

e-Banking supports donations to more than 100 different social purpose organisations.

Retail Onboarding

The Bank has a digital presence of over 20 years including, among other things, e-banking platforms for retail and business customers and a country-wide network of ATMs. Moreover, the Bank identified early on the opportunities and challenges posed by the new digital era and consequently invested in a strong digital presence, which was furthered by its digital transformation programme that begun in 2017 and which includes both operational levers and innovation focused initiatives.

Overall, the usage of web and mobile banking has grown, with the latter exhibiting substantial growth in active users in recent years. As of the date of this Offering Circular, fewer than one in ten transactions take place through tellers at the branch level (compared to around one in four transactions three years ago), with the vast majority of transactions taking place through digital channels. In the first half of 2021, half of new retail users of e-banking were self-subscribed without having visited one of the Bank's branches.

The Bank conducts the onboarding process for both retail and business customers through digital channels. Retail onboarding takes place through the Bank's mobile banking app, where the client can open a new account,

get a debit card and subscribe to e-banking in a matter of minutes, whereas business onboarding takes place through the Bank's website.

The Bank was the first Greek bank to offer its Visa and Mastercard clients Garmin and Apple Pay services. In addition, myAlpha Wallet has been upgraded to become easier to use for contactless in-store payments. Currently, all three wallets account for more than 60,000 active users.

Strategy

In order to reduce its cost of risk and to reduce the amount of NPEs on its balance sheet, Alpha Holdings announced the 2019 Strategic Plan in November 2019. The main priority and objective of the 2019 Strategic Plan was the improvement of the Group's financial structure through the reduction of its NPEs and cost of risk, which constituted the main factors impacting profitability over the past years, while also aiming to optimise the organisational and capital structure of the Group. The 2019 Strategic Plan entailed, among other things, the Galaxy Securitisation and the transfer of the Bank's business of servicing of NPEs to Cepal Hellas.

On 22 February 2021, Alpha Holdings announced that it had reached definitive agreement with funds managed by Davidson Kempner for the sale and transfer of 80 per cent. of the shares in Cepal Hellas HoldCo along with 51 per cent. of the mezzanine and the junior notes issued under the Galaxy Securitisation, which was completed on 18 June 2021.

The 2019 Strategic Plan also entailed the Hive Down. The Hive Down was completed on 16 April 2021.

On 24 May 2021 the Board of Directors of Alpha Holdings approved and announced the Updated Strategic Plan. The Updated Strategic Plan includes, but is not limited to, the following priorities:

Significantly increase the Group's revenue base supported by active participation in RRF deployment in Greece

The Bank's current strategic priority under the Updated Strategic Plan is to capture the opportunity to participate in the expected growth in the Greek banking sector triggered by the utilisation of the RRF. The RRF is expected to bring about direct and indirect benefits to GDP growth and the economy as a whole. Greece will be by far the largest net beneficiary from the fund. The Bank of Greece estimates a 7 per cent. increase in real GDP growth by 2026 and the creation of 180,000 jobs through a 20 per cent. growth in private sector investment alongside targeted reforms. The deployment of the RRF is expected to add, on average, at least 1.5 percentage points per annum to the Greek GDP growth trajectory over the following six years (Source: *Governor of the Bank of Greece Report for 2020*). As such, capturing the full potential of this initiative is expected to be the single most important goal for the banking system and for the Bank in particular, especially following the successful completion of, in July 2021, the €800 million share capital increase of Alpha Holdings which strengthened the Group's capital base and allows for credit expansion.

Further reduction of NPEs through transactions

Under the Updated Strategic Plan, the Bank intends to further dispose of NPE portfolios with an aggregate gross book value of more than €8.1 billion until the end of 2022. In particular, the Bank intends to launch five NPE transactions with total gross book value of €8.1 billion and with an estimated aggregate impact of 1.9 per cent. on its CET1 capital, including (a) an NPE transaction securitisation of gross book value of €3.5 billion, Project Cosmos, for which application will be submitted under the HAPS 2; (b) complete with the rest of the Greek systemic banks a securitisation under Project Solar, for which application will be submitted under the HAPS 2 scheme and in which the Bank's participation shall be €0.4 billion; and (c) three outright sales of NPEs, two in Greece with gross book value of €1.3 billion, Project Orbit, and a selected wholesale and leasing receivables disposal of €0.7 billion, and one in Cyprus with gross book value of €2.2 billion, Project Sky. Assuming the

successful completion of the aforementioned NPE transactions, the proforma total capital adequacy ratio is expected to decrease by c.1.0 per cent., as a result of a c.€1.0 billion additional capital impact (in addition to relevant provisions already booked in H1 2021 of €351 million and €3.8 billion RWA relief.

After the completion of Project Galaxy, the Group NPE and NPL ratio stands at 26 per cent. and 17 per cent., respectively, and it is expected to be reduced to c.7 per cent. and c.5 per cent. by the end of 2022, respectively, as a result of above-described series of NPE transactions, as well as considering the expected organic evolution of the remaining book. This would entail reduction of total stock of NPEs by approximately 75 per cent. until the end of 2022 allowing to reduce NPE stock to c.€2.9 billion.

Leverage partnerships in driving the growth of fee and commission income

Under the Updated Strategic Plan, the Bank aims to leverage its position among affluent segment clients and the partnerships it has entered into in order to grow its net fee and commission income.

One of the key drivers for higher fee income in the coming years is expected to be the higher business activity and improvement in lending volumes in light of higher RRF-driven lending, which would in turn drive the growth in lending-related fees including letter of credit and loan guarantee fees as well as any ancillary M&A advisory and ECM & DCM business fees.

Additionally, the Bank believes that there is a scope for the Bank to increase the bancassurance fee income by 2024 on the back of the exclusive partnership agreement that Alpha Holdings and the Bank signed with Generali in December 2020. This partnership expands the product offering across both the life and non-life segments with particular strategic focus on retail offering and allows the Bank to benefit from Generali's expertise combined with the Bank's distribution capabilities.

Additionally, in relation to cards and payments fees, the Bank aims to capitalise on the expected growth of Greek payment sector and its strategy is focused on attracting a strong partner going forward. In this context, on 3 August 2021 Alpha Holdings and Nexi announced the launch of a strategic partnership with the signing of a Memorandum of Understanding with respect to (a) the spin-off of the Bank's merchant acquiring business unit into a new entity in which Nexi will acquire a 51 per cent. stake and (b) entering into a long-term distribution agreement.

RISK MANAGEMENT

Risk Management Framework

The Group has established a framework for the management of risks based on best practice and supervisory requirements in accordance with common European legislation and the current system of common banking rules, principles and standards. The Group aims to continuously improve such framework and apply it over time in order to be applied in a coherent and effective way in the daily conduct of the Group's activities within and across borders, thereby supporting the effectiveness of the corporate governance of the Group.

The Group's focus is to maintain the highest operating standards, ensure compliance with regulatory risk rules and retain confidence in the conduct of its business activities through sound provision of financial services.

Since November 2014, the Group has fallen under the SSM, which is the system of financial supervision and prudential regulation comprising the ECB and the Bank of Greece. In addition, as a significant credit institution, the Group is directly supervised by the ECB.

The SSM works in cooperation with the EBA, the European Parliament, the Eurogroup, the European Commission ("**EC**"), the competent national resolution authorities, the Single Resolution Mechanism ("**SRM**"), and the European Systemic Risk Board ("**ESRB**"), within their respective competencies.

The Group defines its risk management strategy through (a) the determination of the extent to which the Group is willing to undertake risks (risk appetite), (b) the assessment of the potential impacts of activities in the development strategies by defining the risk management limits, so that the relevant decisions balance the anticipated profitability with the potential losses and (c) the development of appropriate procedures for the implementation of this strategy through a mechanism which allocates risk management responsibilities and accountability between the Bank units.

The Group's risk strategy and risk management framework are organised according to the three lines of defence, which have a decisive role in its efficient operation. In particular:

- the business units of retail, wholesale, wealth banking and NPEs remedial management constitute the first line of defence and risk 'ownership', which identifies and manages the risks that arise when conducting banking business;
- the risk management unit and the compliance unit, which are independent from each other as well as from the first line of defence. They constitute the second line of defence in order to ensure objectivity in the decision-making process, to measure the effectiveness of these decisions in terms of risk conditions and to comply with the existing legislative and institutional framework, by monitoring internal regulations and ethical standards as well as the total view and evaluation of the total exposure of the Bank and the Group to risk, based on established guidelines; and
- internal audit, which constitutes the third line of defence. As an independent function, it reports to the Audit Committee of the Board of Directors and audits the activities of the Group, including the risk management function.

Risk Management Governance

The Board of Directors ensures the Group's proper operation and organisation. In accordance with the Corporate Governance Code, the Board of Directors is responsible for the approval of the risk strategy and the risk appetite of the Bank and the Group and the regular monitoring of their implementation, with the support of the risk management committee of the Board of Directors (the "**Risk Management Committee**").

Based on the selected risk appetite, the Board of Directors ensures that the levels of risk are well understood and communicated throughout the Group. The Board of Directors determines the risks that the Group may assume, the size of such risks, the limits on the Group's significant business operations and the basic principles for the calculation and measurement of such risks. For more information on the Risk Management Committee, please see the section entitled "*Directors and Management – Committees of the Bank's Board of Directors – Risk Management Committee*".

The Risk Management Committee convenes at least once a month and recommends to the Board of Directors the approval of the Group's risk profile as well as the strategy on risk undertaking and risk and capital management. In accordance with the institutional framework, the Risk Management Committee, taking into account the Bank's and the Group's business strategy and the sufficiency of the technical and human resources available, evaluates the adequacy and effectiveness of the risk management policies and procedures of the Bank and the Group, in terms of:

- the undertaking, monitoring and management of risks (market, credit, interest rate, liquidity, operational, concentration and other substantial risks) per category of transactions and customers and per risk level (i.e. country, profession, activity);
- the determination of the applicable maximum risk appetite on an aggregate basis for each type of risk and the further allocation of each of these limits per country, sector, currency, business unit, large exposures etc.;
- effective and timely formulation, proposal for approval to the Board of Directors and execution of the NPLs/NPEs strategy, taking into account their paramount importance as one of the single largest asset sources where a multitude of risk factors is combined; and
- the establishment of stop-loss limits or of other corrective actions.

Furthermore, the Risk Management Committee reviews and assesses the methodologies and models applied regarding the measurement of risks undertaken and ensures that there is an adequate level of communication among the Internal Auditor, the External Auditors, the Supervisory Authorities, the Audit Committee and the Board of Directors on risk management issues.

For a more comprehensive and effective identification and monitoring of all types of risks, the following management committees have been established: the Assets-Liabilities Management Committee ("**ALCO**"), the Operational Risk and Internal Control Committee, and the Credit Risk Committee.

The General Manager and Group Chief Risk Officer supervises the Risk Management Divisions and reports on a regular as well as ad hoc basis to the aforementioned Management Committees, the Risk Management Committee and the Board of Directors. With respect to credit risk, reporting to the aforementioned committees covers the following areas:

- the risk profile of portfolios by rating grade;
- the transition among rating grades (migration matrix);
- the estimation of the relevant risk parameters by rating grade, group of clients, etc.;
- the trends of basic rating criteria;
- the changes in the rating process, the criteria or in each specific parameter;
- the concentration risk (by risk type, sector, country, collateral, portfolio, name etc.);

- the evolution of gross loans, loans overdue by 90 days or more and NPEs and monitoring key performance indicators per segment on a Group basis;
- the cost of risk;
- the IFRS 9 staging transition of exposures per asset class; and
- the maximum risk appetite per country, sector, currency, business unit, limit breaches and mitigation plans.

Organisational Structure of Risk Management Divisions

Under the supervision of the General Manager and the Group Chief Risk Officer ("**CRO**") the following Risk Management Divisions operate within the Group and have been given the responsibility of implementing the risk management framework, according to the directions of the Risk Management Committee:

- Market and Operational Risk Division
- Credit Risk Data and Analysis Division
  - Credit Risk Data Management Division
  - Credit Risk Analysis Division
- Credit Control Division
  - Credit Risk Policy and Control Division
  - Credit Risk Methodologies Division
  - Credit Risk Cost Assessment Division
- Risk Models Validation Division
- Wholesale Credit Division
- Credit Workout Division
- Retail Credit Division

Committees

Troubled Assets Committee

The Troubled Assets Committee ("**TAC**") was established in June 2014 and has been in operation since January 2015. It has a key governance role in the Bank's overall NPL management framework. From December 2021 the TAC's composition was changed in order to take into consideration organisational changes due to the Hive Down.

The Committee has two regular Members with voting rights: the General Manager -CFO who is the Chairman of the Committee and the General Manager -CRO.

The following Members with non-voting rights (non-regular Members) attend certain Meetings of the Committee by invitation:

- the Executive General Manager- Strategy; and

- the Executive General Manager of NPEs Remedial Management.

The key responsibilities exercised by the TAC are outlined below:

- approval of NPL policies and procedures and the operational framework of the Wholesale Banking and Retail Banking Arrears Committees (e.g., limits, composition, frequency of file reviews, officers responsible for proposals, meetings) as well as apprising the Credit Risk Committee;
- assessment and monitoring of the targets set to the Non-Performing Loans Divisions within the context of the Bank's budget by the Board of Directors;
- preliminary approval of operational viability of proposals from the Non-Performing Loans Divisions relating to engaging third parties to consult on or be involved with troubled exposures / debt management, subject to approval from the Expenditure and Investment Committee;
- preliminary approval of operational viability of proposals from the Non-Performing Loans Divisions to assign the management of certain troubled asset portfolios to companies licensed by the Bank of Greece (and monitoring the activities and results of any such assignees);
- preliminary approval of write-offs proposed by the Retail Non-Performing Loans Monitoring Division and the Non-Performing Loans of Wholesale Banking Monitoring Unit in line with the Group's policy on write-offs;
- preliminary approval of proposals to sell portfolios of troubled assets in accordance with the business plan and budget of the Non-Performing Loans Divisions;
- creation of specific forbearance, resolution and closure measures available to customers managed by the Non-Performing Loans Divisions, along with the periodic evaluation and monitoring of their effectiveness;
- setting the criteria on which the long-term viability of the proposed forbearance types and resolution and closure measures is examined;
- review of the internal reports related to the portfolio of the Non-Performing Loans Divisions;
- preparation, evaluation and approval of Wholesale Banking and Retail Banking Arrears Management Strategy which is further forwarded to the Credit Risk Committee for update and to Risk Management Committee for approval;
- the preliminary approval of yearly budget, business plans and targets set to Non-Performing Loan Units (Wholesale and Retail) within the context of the Bank's operational planning, which are further forwarded to the Executive Committee and the Board of Directors to obtain final approval;
- approval of reports regarding NPE management, submitted to the ECB and the HFSF; and
- oversight of the Troubled Assets Committees of Group subsidiaries.

Risk Management Committee

For more information on the Risk Management Committee, please see the section entitled "*Directors and Management – Committees of the Bank's Board of Directors – Risk Management Committee* ".

The Committee consists of no less than three Members and no more than 40 per cent. of the total number of the Members of the Board of Directors of the Bank (rounded to the nearest whole number), excluding the representative of the HFSF. The exact number of the Members of the Committee is determined by the Board of

Directors. All Committee Members are Non-Executive Members of the Board of Directors, the majority of whom are independent (excluding the HFSF representative). The representative of the HFSF is a Member of the Committee. The Committee generally includes one Member of the Audit Committee to ensure proper sharing of information in common areas of interest. The Chair of the Committee (the "**RMC Chair**") is a Non-Executive Independent Member of the Board of Directors with significant experience in the banking sector. The RMC Chair cannot simultaneously act as Chair of the Board of Directors or of any other Board Committee. All the Members of the Committee should have prior experience in the financial services sector and, individually and collectively, appropriate knowledge, skills and expertise concerning risk management and control practices. At least one Member should have solid risk and capital management experience as well as familiarity with the local and the international regulatory framework. The adequacy of the experience and expertise of the Members of the Committee is regularly evaluated by the Corporate Governance and Nominations Committee.

The Chair and the Members of the Committee are appointed for a period of four years, by a resolution of the Board of Directors, on the recommendation of the Corporate Governance and Nominations Committee. They may be appointed for more than one period. To the extent possible, changes to the Committee's composition shall occur in a staggered manner.

The Risk Management Committee convenes at least once a month. The CRO is a regular attendee at Committee meetings and has unfettered access to the RMC Chair and Members of the Committee.

The Risk Management Committee assists the Board of Directors in achieving the following objectives:

- promoting a sound risk culture at all levels throughout the Bank and the Group, fostering risk awareness and encouraging open communication and challenge across the organisation;
- promoting a sound risk culture at all levels throughout the Bank and the Group, fostering risk awareness and encouraging open communication and challenge across the organisation;
- ensuring that the risk and capital management strategies correspond to the business objectives of the Bank and the Group;
- ensuring that the Bank and the Group adopt a well-defined risk appetite statement and framework, which are embedded across the Organization (including the NPE/NPL Management Unit) and cascade into limits per country, sector, and business unit. The Committee ensures that the risk appetite framework is fully aligned with the Bank's and the Group's strategy, budget process, capital and liquidity planning, and remuneration framework;
- ensuring the adequacy and effectiveness of the risk management policies and procedures of the Bank and the Group;
- overseeing the implementation of effective mitigating and corrective measures, in cooperation with the Audit Committee, as appropriate;
- ensuring that there is an adequate level of communication on risk management issues among the Internal Auditor, the External Auditors, the Supervisory Authorities, the Audit Committee and the Board of Directors.

The Risk Management Committee has, among others, the following responsibilities:

- 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 Bank and the Group. In this context, the Risk Management Committee considers the adequacy of the technical (e.g. modelling tools, IT systems, etc.) and human resources available to implement the risk and capital strategy and ensures the communication of key aspects of the risk strategy throughout the Group;

- reviews and recommends annually to the Board of Directors for approval the Group's risk appetite framework and statement, ensuring alignment with the Group's strategic objectives and capital allocation. Furthermore, it determines the principles which govern risk management across the Bank and the Group in terms of the identification, measurement, monitoring, control and mitigation of risks. In addition, it 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 Bank's IT infrastructure to record, report, aggregate and process risk-related information;

- 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 Bank's IT infrastructure to record, report, aggregate and process risk-related information;

- in each meeting, discusses a report by the CRO on the Bank's and the Group's risk profile and performance against the risk appetite statement for the period, and the Key Risk Indicators set therein;

- collaborates with the Audit Committee as necessary on the oversight of certain key areas of risk and capital management through internal control mechanisms;

- recommends to the Board of Directors for approval Bank-wide and Group-wide high-level policies on the management of credit, market, liquidity, operational and other risks;

- approves the nature, structure, format and frequency of risk reports to be submitted by the CRO to the Committee, and ensures regular and high-quality reporting by the CRO to the Board of Directors;

- keeps itself informed on recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the SREP conclusions;

- reviews regularly, at least annually, the Group's Internal Capital Adequacy Assessment Process and the Internal Liquidity Adequacy Assessment Process as well as related target ratios and recommends their approval to the Board of Directors; and

- reviews the availability of resources for the conduct of firm-wide stress tests at least annually, approves the Bank's firm-wide stress test scenarios, and considers the results of stress tests.

The Risk Management Committee ensures the adequacy and effectiveness of the risk management policies and procedures of the Bank and the Group, in terms of the:

- undertaking, monitoring, and management of risks (market, credit, interest rate, liquidity, operational, or other material risks) per category of transactions and customers per risk level (e.g. country, profession and activity);

- determination of the applicable maximum risk appetite on an aggregate basis for each type of risk and further allocation of each of these limits per country, sector, currency, Business Unit, etc.;

- effective and timely formulation, proposal for approval to the Board of Directors and execution of the NPLs/NPEs strategy, taking into account their paramount importance as one of the single largest asset sources where a multitude of risk factors is combined; and

- establishment of stop-loss limits or of other corrective actions.

The Risk Management Committee reviews and assesses the methodologies and models applied pertaining to the measurement of undertaken risks and ensures that there is an adequate level of communication on risk management issues among the Internal Auditor, the External Auditors, the Supervisory Authorities, the Audit Committee and the Board of Directors.

Assets Liabilities Management Committee

The Assets and Liabilities Management Committee ("**ALCO**") convenes regularly every fortnight, under the Chairmanship of the General Manager CFO. The Voting Members are the CRO and the General Managers heading the Wholesale & Retail Banking division. The General Manager – International Network participates in ALCO with voting rights for issues regarding the countries where the Group has a presence. In these cases, five (5) regular Members with voting rights participate in ALCO.

Other Executive General Managers and Division Managers attend the meetings of the ALCO in a non-voting capacity. The ALCO examines and decides on issues related to treasury and balance sheet management and monitors the course of the results, the budget, the funding plan, the hedging strategy, the capital adequacy and the overall financial volumes of the Bank and the Group approving the respective actions and policies. In addition, the ALCO approves the interest rate policy, the structure of the investment portfolios and the total market, interest rate and liquidity risk limits.

Operational Risk Committee & Internal Control Committee

The Operational Risk & Internal Control Committee convenes regularly every quarter under the chairmanship of the CRO and with the participation of the General Managers: Chief Operational Officer ("**COO**"), Chief Financial Officer ("**CFO**"), Wholesale Banking, Retail Banking, International Network (in case the agenda contains items related to the International Network) and the Executive General Manager Compliance. Other executives may be invited to attend without voting authority. The CEO may also participate on an 'as needed' basis. The Manager of the Market and Operational Risk Division also participates without voting rights. The Operational Risk Committee ensures that the appropriate organisational structure, processes, methodologies and infrastructure to manage operational risk are in place. In addition, it is regularly updated on the operational risk profile of the Group and the results of the operational risk assessment process; reviews recommendations for minimising operational risk; assesses forecasts regarding third party lawsuits against the Bank; approves the authorisation limits of the Committees responsible for the management of operational risk events of the Bank and the Group companies and reviews the operational risk events whose financial impact exceeds the limits of the other Committees.

Credit Risk Committee

The Credit Risk Committee convenes monthly or on an 'as needed' basis under the chairmanship of the CEO and with the participation of the General Manager - CRO, the General Manager - CFO, the General Manager - Wholesale Banking, the General Manager - Retail Banking and the General Manager - International Network (for issues concerning the countries where the Group operates). The Managers of the Credit Risk Data and Analysis Division, the Credit Control Division, the Capital Management and Banking Supervision Division, the Accounting and Tax Division and the Analysis and Performance Management Division also participate in the Credit Risk Committee, as Members, without voting rights.

The Credit Risk Committee assesses the adequacy and the efficiency of the credit risk management policy and procedures of the Bank and the Group and plans the required corrective actions.

Unlikeliness to Pay Review Committee

The Unlikeliness to Pay ("**UTP**") Review Committee convenes monthly or on an ad hoc basis upon any Member's initiative with the participation of the Executive General Manager of NPEs Remedial Management, the Executive General Manager of Wholesale Banking or the Manager of Private and Investment Banking and the Manager of Credit Control Division. The UTP Review Committee assesses obligors with UTP triggers and decides on their classification to the NPE perimeter upon the recommendation of the Credit Risk Policy and Control Division. In addition, the UTP Review Committee assesses, on top of the relevant NPL Committees,

any exit from non-performing status and in particular the "absence of concern" criterion upon the recommendation of the Wholesale Credit Workout Division.

Compliance Division

The Compliance Division is responsible for managing the compliance risk of the Bank and the Group companies respectively. The Compliance Division is classified under the General Manager – Chief Legal and Governance Officer for administrative matters, reports to the Audit Committee and is subject to the audits conducted by the Competent Authorities and the Internal Audit Division, as to the adequacy and effectiveness of its procedures in accordance with the provisions of the Bank and Group companies' Compliance Audit Programme.

The main responsibilities of the Compliance Division include:

- managing compliance risk and monitoring the implementation of the regulatory framework into the Bank's activities;
- assessing Group compliance level;
- representing the Bank before regulatory and other authorities and communicating with them;
- preventing and combating money laundering and terrorism financing;
- preserving banking secrecy; and
- handling public authorities and third party requests.

The Compliance Division is administratively independent and has unrestricted access to all data and information necessary to fulfil its purpose. The Compliance Division develops the Annual Compliance Programme, as well as the Compliance Policies and Procedures Framework of the Bank and the other Group companies.

The Compliance Division cooperates with the Legal Services Division and the Market and Operational Risk Division, aiming to jointly address matters regarding compliance with the regulatory framework. The Compliance Division reports to the Audit Committee of the Board of Directors as well as to the Managing Director - CEO of the Bank.

Compliance Units have been set up and operate in significant Group companies located in Greece and abroad, under the supervision of a Compliance Officer competent for the local regulatory framework.

Internal Audit Division

The Internal Audit Division is responsible for the internal audit of the Bank and the Group, performing audits regarding the adequacy and the effectiveness of the Internal Control System of the Bank and the Group, in accordance with the regulatory framework. The Internal Audit Division reports functionally through the Audit Committee to the Board of Directors and administratively to the Managing Director – CEO.

The Internal Audit Division creates a risk-based internal audit plan, on an annual basis, to determine the priorities of the internal audit activity’s assurance engagements. This process takes into account the results of a documented annual risk assessment, regulatory requirements, extraordinary developments in the overall economic environment as well as the input or any requests made by the Board of Directors and the Management.

The annual audit plan is approved by the Audit Committee and may be reviewed and adjusted if there are any unanticipated risks that could affect the organisation. The Audit Committee convenes monthly and is updated

every quarter on the implementation of the audit plan, the main conclusions of the audits and the implementation of the audit recommendations.

The Internal Audit Division also:

- creates an internal audit approach on the safe and efficient operation of the Group's information systems;
- assesses the cybersecurity risk and management's response capabilities, with a focus on shortening response time and performs ad hoc audits followed by security breaches that could negatively impact the organisation and customers, both financially and in terms of reputation;
- performs special audits, when there is evidence that the interests of the Group are harmed; and
- assesses the adequacy and effectiveness of the Internal Control System in the Bank and the Group companies and submits an annual report, through the Audit Committee, to the Board of Directors. This report is also communicated to the Bank of Greece, in accordance with Bank of Greece's Governor's Act 2577/9.3.2006, as amended and in force.

An assessment of the adequacy of the Internal Control System of the Bank and the Group, in accordance with the Bank of Greece's Governor's Act 2577/9.3.2006, as amended and in force, is also performed every three years by external auditors, other than the statutory auditors.

Specific Risks

Credit Risk

Credit risk arises from a borrower's or counterparty's potential inability to fulfil its obligations to the Group due to the worsening of its creditworthiness, particularly within a deteriorating credit and macroeconomic environment.

The primary objective of the Group's strategy for the management of credit risk is the continuous, timely and systematic monitoring of the loan portfolio and the maintenance of credit risk exposures within the framework of acceptable overall risk appetite limits. This objective aims to maximise the risk performance while ensuring the conduct of its daily business activities within a clearly defined framework of granting credit, supported by clear and strict credit criteria.

The framework of the Group's credit risk management is developed based on a series of credit policy processes, systems and models for measuring, monitoring and validating credit risk. These models are subject to an ongoing review process in order to ensure compliance with the current institutional and regulatory framework, international best practices and their adaptation to the respective economic conditions and to the nature and extent of the Group's business. Dedicated departments develop credit rating and evaluation models in order to ensure that they are available for day-to-day credit processing at the Business Units. The independent Risk Models Validation Division is responsible for validating the credit risk, market risk, interest rate risk, liquidity and operational risk models and methodologies.

Credit Risk Management Framework

The Group has set a clear credit risk undertaking and management strategy that, in line with its business goals, reflects the risk tolerance and the profitability levels the Group expects to achieve with regard to the risks undertaken.

The credit risk management framework evolves according to the following objectives:

- the independence of the credit risk management operations from the risk undertaking activities and from the officers in charge;
- the complete and timely support of Business Units during the decision-making process;
- the continuous and regular monitoring of the loan portfolio, in accordance with the Group's policies and procedures that ensure a sound credit approval process;
- the monitoring of the credit risk profile in accordance with the credit risk appetite, which encompasses credit quality (expected loss) and credit risk concentration (limits on single names, industries and geographical regions);
- the conduct of a controls framework that ensures credit risk undertaking is based on sound credit risk management principles and well-defined, rigid credit standards;
- the accurate identification, assessment and measurement of the credit risk undertaken across the Bank and the Group, at both individual credit and lending portfolio levels;
- the approval of every new credit facility and every material change of an existing credit facility (such as its tenor, collateral structure or major covenants) by the appropriate authority level;
- the assignment of the credit approval authority to the Credit Committees in charge, which consist of Executives from both the Business and Credit Units, with sufficient knowledge and experience in the application of the Bank's internal policies and procedures; and
- the measurement and assessment of all credit exposures of the Bank and the Group Companies to businesses or consolidated business groups as well as to their proprietors, in line with regulatory requirements.

The aforementioned objectives are achieved through a continuously evolving framework of methodologies and systems that measure and monitor credit risk, using a series of credit risk approval, credit risk concentration analysis and review, early warning for excessive risk undertaking and problem debt management processes. This framework is readjusted regularly according to the challenges of the prevailing economic circumstances and the nature and scope of the Group's business activities.

Under this framework and with the primary objective to further strengthen and improve the credit risk management framework the following actions have been implemented:

- update of wholesale and retail banking credit policies manuals in Greece and abroad taking into account the supervisory guidelines for credit risk management issues as well as the Group's business strategy;
- continuous strengthening of the second line of defence control mechanisms in order to ensure compliance with credit risks policies at Bank and Group level;
- ongoing validation of the risk models in order to ensure their accuracy, reliability, stability and predictive power;
- establishment of the concentration risk and credit threshold policy which includes the framework of principles and procedures that the Group follows so as to manage concentration risk, through the monitoring of credit risk limits set for its aggregate credit risk, as well as for portfolios with shared credit risk characteristics, sub-portfolios and individual borrowers / groups of borrowers;
- development of a specific credit policy, which defines the criteria and conditions for the evaluation of new lending to enterprises and self-employed people affected by the COVID-19 pandemic; and

- implementation of new financing initiatives in order to support borrowers with short-term liquidity constraints to
- mitigate the impact of the COVID-19 pandemic, based on the Bank's participation in broader government schemes.

On the commercial side (which includes corporates, SMEs and small business portfolios ("**SBP**")), the Bank participates in government support programmes for new lending targeted at corporates, medium and small businesses.

The Bank also participates as intermediary in other national and supranational enterprise development programmes covering working capital and other credit lines (*e.g.,* COSME and InnovFin loan guarantee facilities provided by the European Investment Fund, lending facilities in collaboration with the EIB and through the Greek NSRF 2014-2020).

These schemes allow the Bank to provide liquidity to performing borrowers at favourable financing terms, while taking on lower risk, thus containing the impact of the COVID-19 pandemic on credit quality deterioration.

On the retail side (which includes mortgage, consumer as well as SBP), both direct and indirect liquidity support measures have been announced by the Greek government. This includes a government support scheme to subsidise the instalments of existing loans collateralised by a primary residence for a nine-month period and which extends across all retail loans that qualify under the scheme. The scheme applies to borrowers of performing and non-performing status, with the extent of the government support amount increasing based on payment history to incentivise payment performance.

Other steps the Group is taking or has taken in respect of credit risk include:

- adoption of supportive measures for enterprises and individuals affected by the COVID-19 pandemic, concerning mainly changes to the schedule of payments of existing loans;
- amendment of the Group loan impairment policy, in line with the EBA Guidelines "on legislative and non-legislative moratoria on loan repayments applied in the light of the COVID-19 crisis" (EBA/GL/2020/02), to incorporate the forbearance classification, the UTP assessment, the identification of default and the significant increase in credit risk treatment of exposures affected due to the impact of COVID-19;
- systematic estimation and evaluation of credit risk per counterparty;
- designing and implementing initiatives in order to enhance the level of automation, accuracy, comprehensiveness, quality, reconciliation and validation of data, as part of the Bank's strategic objective for a holistic approach for the development of an effective data aggregation and reporting framework, in line with the Basel Committee on Banking Supervision (BCBS 239) requirements;
- enhancement of the mechanism for the submission of analytical credit data, credit risk data, the data of counterparties for legal entities financing, in order to meet the requirements for the monthly submission of analytical credit risk data according to Regulation 2016/867 and the Bank of Greece Governor's Act 2677/19.5.2017 (AnaCredit);
- updating of the EBA classification mechanism according to EBA Guidelines on management of non-performing and forborne exposures and technical standards amending Commission Implementing Regulation (EU) 680/2014;
- periodic stress test exercises as a tool for assessing the impact of various macroeconomic scenarios on business strategy formulation, business decisions and the Group's capital position. Crisis simulation

exercises are conducted in accordance with the requirements of the supervisory framework and constitute a key component of the Group's credit risk management strategy; and

- design and implementation of a programme of projects to ensure Bank's compliance with the regulatory requirements deriving from the Guidelines on the application of the definition of default under Article of Regulation (EU) No 575/2013 (EBA GL/2016/07).

Additionally, the following actions are in progress in order to enhance and develop the internal system of credit risk management:

- continuous upgrade of databases for performing statistical tests in the Group's credit risk rating models;
- upgrade and automation of the aforementioned processes in relation to the wholesale and retail banking by using specialised statistical software; and
- reinforcing the completeness and quality control mechanism of crucial fields of wholesale and retail Credit for monitoring, measuring and controlling credit risk.

Market Risk

Market risk is the risk of losses arising from unfavourable changes in the value or volatility of interest rates, foreign exchange rates, stock exchange indices, equities and commodities. Losses may occur either from the trading portfolio or from the management of assets and liabilities.

The market risk in the Bank's trading portfolio is measured by Value at Risk ("**VaR**"). The method applied for calculating VaR is historical simulation with full revaluation using the 99th percentile and one tailed confidence interval. The historical observation period is one year at minimum. Risk factor returns are calculated according to the absolute or relative approach. A holding period of one and ten days is applied for regulatory purposes. Additional holding periods may be applied for internal purposes, according to the time required for the liquidation of the portfolio.

In line with regulatory requirements, back-testing is performed on a daily basis for the Bank's prudential trading book through the use of hypothetical and actual outcomes by monitoring the number of times that the trading outcomes exceed the corresponding risk measure. According to best practices, the model is validated by an independent unit at the Bank on an annual basis.

The VaR methodology is complemented with scenario analysis and stress testing, in order to estimate the potential size of losses that could arise from the trading portfolio for hypothetical as well as historical extreme movements of market parameters.

Within the scope of market risk control, exposure limits, maximum loss (stop loss) and VaR limited have been set across trading positions.

In particular, limits have been set for the following risks:

- foreign currency risk regarding spot and forward positions and foreign exchange options;
- interest rate risk regarding positions on bonds and interest rate swaps, interest futures and interest options;
- price risk regarding positions in equities, index futures and options, commodity futures and swaps; and
- credit risk regarding interbank transactions and bonds.

Positions held in these products are monitored on a daily basis and are examined for the corresponding limit percentage cover and for any limit excess.

Foreign Exchange Risk

The Group is exposed to fluctuations in foreign exchange rates. The general management sets limits on the total foreign exchange position as well as on the exposure by currency.

The management of the foreign currency position of the Bank and the Group is centralised.

The policy of the Group is for the positions to be closed immediately using spot transactions or currency derivatives. In the case that positions are still open, they are monitored daily by the competent department and are subject to limits.

Interest Rate Risk of the Banking Book

In the context of analysis of the banking portfolio, interest rate gap analysis is performed. The main measure of interest rate risk is the interest risk gap for each currency, which represents the re-pricing schedule showing assets, liabilities and off-balance sheet exposures by time band according to their maturity (for fixed rate instruments), or next re-price date (for adjustable/ floating rate instruments). Interest rate gap incorporates assumptions about the interest rate runoff for products without predefined maturities (sight deposits, savings, working capital, credit cards etc.) or other balance sheet items which exhibit strong behavioural characteristics. Statistical modelling is a widely accepted methodology used in determining a runoff profile for items of this type and is required when the future behaviour of an item cannot be directly predicted by reference to its contractual characteristics.

The earning at risk is calculated by using constant balance sheet while economic value is calculated by considering each account until maturity. Furthermore and in the context of IFRS 9 requirements, the economic value for (i) loans which failed Solely Payments Principal & Interest and (ii) Purchased or Originated Credit Impaired loans are calculated.

In addition interest rate sensitivity analysis of the Bank/Group balance sheet through interest rate risk stress shocks is taking place on a monthly basis examining the impact of the unexpected economic losses caused by the change on interest rates.

According to BIS standards concerning interest rate limits on banking book, the Bank implements limits on a consolidated basis in terms of both economic value and earnings. Economic value measures compute a change in the net present value of the Bank’s assets, liabilities and off-balance items subject to specific interest rate shock scenarios affect future levels of a bank’s own equity capital, while earning based measures focus on changes to future profitability within a time horizon of one year. Additionally, economic value measures reflect changes in value over the remaining life of assets, liabilities and off-balance sheet items while earnings-based measures cover only the short to medium term.

Liquidity Risk

Liquidity risk is defined as the risk to earnings arising from the Group’s inability to meet its obligations as they become due, or fund new business, without incurring substantial losses, as well as the inability to manage unplanned contraction or changes in funding sources. Liquidity risk also arises from the Group’s failure to recognise or address changes in market conditions that affect its ability to liquidate assets quickly and with minimal loss in value. Liquidity risk is also a balance sheet risk, since it may arise from banking book activities. A substantial portion of the Group's assets has historically been funded by customer deposits and bonds issued by the Group. Additionally, in order to extend the period and diversify the types of lending, the Bank is

additionally financed by issuing securities to the international capital markets and borrowing from the system of central banks. Total funding can be divided into: (i) customer deposits; and (ii) wholesale funding.

Liquidity monitoring is conducted through the use of a range of liquidity metrics for the measurement and analysis of liquidity risk. These metrics show the Group's day-to-day liquidity positions and structural liquidity mismatches, as well as its resilience under stressed conditions. In respect of the metrics for monitoring medium-long term liquidity risk exposure, the Bank performs liquidity gap analysis for the Bank, the subsidiaries abroad and for the Group on a monthly basis. Cash flows from all assets and liabilities are classified into time buckets, according to their contractual terms. Exceptions to the above rule are loans (i.e. overdraft accounts working capital) and customer deposits (i.e. savings and current accounts) that do not have contractual maturity and are allocated according to their transactional behaviour (convention). Additionally, unencumbered securities are distributed according to their contractual maturity, taking into account relevant factors (haircuts).

Operational Risk

Operational risk is the risk of loss arising from inadequate or ineffective internal procedures, systems and people or from external events, including legal risk.

The Operational Risk Committee and Internal Control Committee is responsible for the approval of the Group policy on operational risk management and has an oversight role in its implementation. The operational risk management policy is applicable to all units of the Group in Greece and abroad.

Consistent activities for assessment, monitoring and management of operational risk have been introduced in all Bank units. Based on the results of risk assessment, action plans are scheduled in order to mitigate critical operational risks. The Group has purchased several insurance policies such as Bankers Blanket Bond, Directors and Officers Liability, Cyber Crime bond and various property-related insurance policies in order to further minimise the Group's exposure to operational risks. In addition, the Group actively monitors its operational risk profile through dedicated units and appropriate governance structures. As regards the calculation of the regulatory capital requirements for operational risk, the Group applies the standardised approach specified in Basel III, EU law, and the relevant regulations and decisions of the Bank of Greece.

Counterparty Risk

Counterparty risk for the Group stems from its over-the-counter transactions, money market placements and customer repurchase contracts/reverse customer repurchase agreements and arises from an obligor's failure to meet its contractual obligations before the final settlement of the transaction's cash flows. A loss would occur if the transaction or the portfolio of transactions with the counterparty has a positive value at the time of default.

The Group seeks to reduce counterparty risk by standardising relationships with counterparties through ISDA and GMRA contracts, which encompass all necessary netting and margining clauses. Additionally, for almost all active counterparties that are financial institutions, CSAs have been put into effect, so that net current exposures are managed through margin accounts on a daily basis, through the exchange of cash or debt securities collateral.

The Group avoids taking positions on derivative contracts where the values of the underlying assets are highly correlated with the credit quality of the counterparty.

The estimation of counterparty exposure depends on the type of the financial product. Risk weights are defined for every applicable category of counterparty risk regarding each product across operations such that the weighted nominal amount corresponds to the actual counterparty exposure in terms of loan equivalent risk (i.e. the amount at risk if the counterparty does not uphold their contractual obligations).

For the efficient management of counterparty risk, the Bank has established a framework of counterparty limits. Counterparty limits are submitted for approval by the competent Credit Committee. The credit evaluation takes into consideration all the available credit ratings provided by external rating agencies and/or the internal Group evaluation of the counterparty's credit rating if no external data are available, and their effective dates and the existence or risk mitigating measures (for example ISDA, CSA).

Counterparty limits apply to all financial instruments in which the Bank's Treasury department is active in the interbank market. The limits framework is revised according to the business needs of the Bank and the prevailing conditions in international and domestic financial markets. A similar limit structure for the management of counterparty risk is enforced across all of the Group's subsidiaries.

Environmental, Social and Governance (ESG) Risks

The Bank, acknowledging the potential implications of climate change in economic activity, which in turn affects the financial system, performed from October 2020 to January 2021 a self-assessment of its practices for the management of climate, environmental, social and governance risks considering the supervisory expectations for the management of these risks. The respective self-assessment was submitted to the ECB in February 2021. Based on the gaps identified, the Bank has developed a comprehensive action plan, submitted to the ECB in May 2021.

The Bank currently is in the process to incorporate climate-related and environmental risks as drivers of existing risk categories (credit risk, market risk, operational risk, reputational risk) in the wider risk management framework. It is also noted that certain aspects have already been incorporated in the Credit Policy, while also a key risk indicator has been established with respect to restriction of financing towards sectors that are considered not beneficial for the environment and society. It is expected that the Bank will develop suitable risk management approaches and methodologies for the ESG risks and that will enhance the Risk Appetite Framework in terms of both quantitative risk measures and qualitative statements.

DIRECTORS AND MANAGEMENT

Management and Corporate Governance of the Bank

The main administrative, management and supervisory bodies of the Bank are the Board of Directors and the Committees of the Board of Directors (namely the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance and Nominations Committee) as well as the Executive Committee and other Management Committees mentioned below.

According to its Articles of Incorporation, the Bank is managed by a Board of Directors. Pursuant to the Bank of Greece Governor's Act 2577/2006, the Bank's Board of Directors consists of Executive and Non-Executive Members, comprising of a minimum of nine and a maximum of fifteen Members (only odd numbers of Members are allowed, while an even number can be accepted temporarily for a justified reason). A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Greek law 4548/2018. The Members are elected by the General Meeting of Shareholders of the Bank for a term of four years and may be re-elected by the Shareholders of the Bank to serve multiple terms.

Under currently applicable law, at least one-third of the total number of Members of the Board of Directors and, in any case, not less than two Members, should be Non-Executive Independent Members within the meaning of article 9 of Greek law 4706/2020. Pursuant to the HFSF Law, a Representative of the HFSF participates as a Member to the Board of Directors. Such Member's responsibilities are determined by the HSFS Law and the New RFA (as defined and in detail elaborated below in this section under the paragraph entitled "*Relationship Framework Agreement*").

Failure on the part of a Member to attend meetings of the Board of Directors for a total of six months per annum, without providing a valid reason, shall be construed as resignation from his/her position.

The Chair of the Board of Directors (the "**Chair**") is elected from amongst the Non-Executive Members of the Board of Directors. The Board of Directors elects its Chair by absolute majority among the present and the duly represented Members. The Board of Directors may elect one or more Vice Chairs.

The Board of Directors resolves all matters concerning management and administration of the Bank except those which, under the Articles of Incorporation or under applicable law, are the sole prerogative of the General Meeting of Shareholders. The Board of Directors is convened by invitation of the Chair or following a request by at least two of its Members. Subject to article 107 of Greek law 4548/2018, the Members of the Board of Directors have no personal liability vis-à-vis Shareholders or third parties and are only liable to the Bank in connection with the administration of corporate affairs. The resolutions of the Board of Directors are passed by absolute majority of the Members present or duly represented at meetings of the Board of Directors, except in cases where it is otherwise required by applicable law.

A Member who is absent from a meeting may be represented by another Member whom he/she has appointed by notifying the Board of Directors. A Member may represent only one other Member. To form a quorum, no less than one-half plus one of its Members must be present or duly represented. In any event, the number of Members present in person may not be less than six. By exception, when the Board of Directors meets (in whole or partially) by teleconference, the participating Members should have the minimum quorum required by the Articles of Incorporation, while the physical presence of the minimum number of Members is not required. The quorum is determined using absolute numbers.

The Board of Directors designates its Executive and Non-Executive Members. Independent Members are appointed, according to Greek Law on Corporate Governance, by the General Meeting of Shareholders. Under Greek law 4706/2020 (articles 1-24), Independent Members are elected by the General Meeting of Shareholders or appointed by the Board of Directors until the next General Meeting in the event of death, resignation or loss

of the capacity of an Independent Member of the Board of Directors in any other way resulting in the number of the Independent Members being less than the minimum number required by law.

Further to the resolution of the Extraordinary General Meeting of Shareholders of Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") dated 2 April 2021 and the registration with G.E.MI. dated 16 April 2021 of the resolution of the Ministry of Development and Investments by virtue of which the Hive Down was approved, the Bank was established on 16 April 2021 and the Members of its first Board of Directors are determined by virtue of its Articles of Incorporation. The Board of Directors' tenure is annual and is extended until the Ordinary General Meeting of Shareholders which will take place after the end of its tenure.

The Board of Directors currently consists of twelve Members.

Under the HFSF Law, the HFSF is entitled to appoint a representative at the Board of Directors of Greek credit institutions that have received recapitalisation funds from the HFSF. In line with this, the first Board of Directors of the Bank, as determined by virtue of its Articles of Incorporation, includes a Member, in accordance with the HFSF Law, article 10, paragraph 2, as representative (currently, Mr Johannes Herman Frederik G. Umbgrove).

Subject to the provisions described above related to the replacement of Independent Members in the case of vacancy, in the event of death, resignation or loss of the capacity of a Member or Members of the Board of Directors in any other way, the Board of Directors may elect replacements for the existing vacancies. The respective election shall be implemented by a resolution of the remaining Members of the Board of Directors, provided that they are at least three, and shall be valid for the remainder of the tenure of the replaced Members. The decision for such election must be published according to article 82 of Greek law 4548/2018 and be announced by the Board of Directors at the next General Meeting. The General Meeting may replace the substitute members with others, even if membership is not on the agenda.

In any case, the remaining Members of the Board of Directors may carry on with the management and representation of the Company, without replacing the missing Members, provided that the number of the remaining Members exceeds half of the Members of the Board of Directors as those were before any of the aforementioned events occurred and is not lower than three.

The Board of Directors elects from among its Members, by absolute majority of the present and/or represented Members, the Chair and the Chief Executive Officer. In addition, the Board of Directors may elect a Vice Chair or Vice Chairs, and/or Deputy CEO/s and/or General Managers and/or Executive General Managers and their deputies.

The Board of Directors represents the Bank and is qualified to resolve on every action concerning the Bank's management, the administration of its property and the promotion of its scope of business in general, with the exception of those which fall within the exclusive competence of the General Meeting, in accordance with applicable law and the Bank's Articles of Incorporation.

The Board of Directors may, following a resolution, delegate, in whole or in part, the management and/or the representation of the Bank to one or more persons, Members of the Board of Directors, Executives or employees of the Bank or third parties, while defining simultaneously with the above resolution, the extent of the relevant delegation as well as the possibility to further assign the powers granted.

Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") and the HFSF have entered into the RFA, in accordance with the provisions of the Memorandum of Economic and Financial Policies and the provisions of the HFSF Law. The RFA originally entered into force on 12 June 2013 but was subsequently replaced by the New RFA entered into on 23 November 2015. The New RFA requires the following, among others, with respect to the composition of the Board of Directors: (i) the Chairman of the

Board of Directors must be a Non-Executive Member and should not serve as Chairman of either the Board of Directors' Risk Management or the Audit Committees; (ii) the majority of the Board of Directors must be comprised of non-executive members, at least 50 per cent. of which (rounded to the nearest integer) and no fewer than three members (excluding the HFSF Representative) should be independent, satisfying the independence criteria of Greek law on corporate governance and the Recommendation 2005/162/EC; and (iii) the Board of Directors must include at least two executive members.

Moreover, pursuant to the provisions of the HFSF Law, the HFSF as holder of ordinary shares, develops, with the assistance of an independent consultant, criteria for the evaluation of the members of the Board of Directors and its committees, as well as any committees the HFSF deems necessary, taking into account international best practices. The HFSF also develops specific recommendations for changes and improvements in the corporate governance.

If a member of the Board of Directors or one of its committees does not meet the criteria set out by the HFSF Law and the HFSF, or if a management body collectively, does not satisfy the structure recommended by the HFSF with respect to the size, allocation of tasks and expertise, and the necessary changes cannot be otherwise achieved, the HFSF would propose to the General Meeting that the relevant members of the Board of Directors or a committee need to be replaced, if the Board of Directors does not take the necessary measures to implement the relevant recommendations. In the event that the General Meeting does not agree to replace such members of management or a committee within three months, the HFSF would publish on its website within four weeks a report that includes the relevant recommendations and the number of the members of the Board of Directors or its committees that do not meet the relevant criteria, specifying the criteria such members of the Board of Directors or its committees do not meet.

The substantive decisions in terms of the Group are adopted at the Bank level. Only decisions necessary under statute (such as the approval of the Financial Statements, dividend distribution, etc.) or in connection with specific corporate actions (such as a share capital increase or decrease, etc.) are adopted at the level of Alpha Holdings' Board of Directors.

The business address of the Bank's Board of Directors is 40 Stadiou Street, 102 52 Athens, Greece.

Board of Directors of the Bank

The following table sets forth the position of each Member and his/her status as an Executive, Non-Executive or Non-Executive Independent Member.

Position	**Name**	**Principal outside activities**
Non-Executive Member:		
Chair	Vasileios T. Rapanos	Vice-Chairman of the Board of Directors of the Hellenic Bank Association Member of the Board of Directors of Foundation for Economic and Industrial Research
Executive Members:		
CEO	Vassilios E. Psaltis	Member of the Board of Directors of the Hellenic Federation of Enterprises ("**SEV**") (since July 2021)
General Manager- Growth and	Spyros N. Filaretos	Vice-Chairman of the Board of Directors of

Innovation		AXA
Non-Executive Member:		
Member	Efthimios O. Vidalis	Non-Executive Member of the Board of Directors of Titan Cement Company S.A.
		Non-Executive Member of the Board of Directors of Fairfield-Maxwell Ltd
		Non-Executive Independent Member of the Board of Directors of Eurolife FFH Insurance Group Holdings S.A.
		President of the Executive Committee of the SEV
Non-Executive Independent Members:		
Member	Dimitris C. Tsitsiragos	Member of the Board of Directors of Titan Cement International
Member	Jean L. Cheval	Member of the Board of Directors of EFG-Hermès, Egypt
		Member of the Board of Directors of Natixis Algerie
		Chairman of the Natixis Foundation for Research and Innovation
		Senior Advisor of Natixis
Member	Carolyn G. Dittmeier	Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA
		Member of the Board of Directors of Illycafe SpA
		Member of the Board of Statutory Auditors of Moncler SpA
Member	Richard R. Gildea	Member of the Board of Advisors at the Johns Hopkins University School of Advanced International Studies
		Trustee, Treasurer and Chair of the Finance Committee of the Almeida Theatre
Member	Elanor R. Hardwick	Member of the Board of Directors of Axis Capital Holdings Ltd, Axis Specialty Europe, Axis Re Europe, Axis Managing Agency Ltd
Member	Shahzad A. Shahbaz	Group CIO of Al Mirqab Holding Co
		Member of the Board of Directors of El Corte Ingles S.A.
		Member of the Board of Directors of Seafox

Member	Jan A. Vanhevel	Member of the Board of Directors of Soudal NV Member of the Board of Directors of Opdorp Finance BVBA
Non-Executive Member (pursuant to the provisions of Law 3864/2010)		
Member	Johannes Herman Frederik G. Umbgrove	Chairman of the Supervisory Board of Demir Halk Bank N.V. Member of the Supervisory Board of Lloyds Bank GmbH

Biographical Information

Below are brief biographies of the Members of the Board of Directors.

Members of the Board of Directors

Chair

Vasileios T. Rapanos (Non-Executive Member)
Year of birth: 1947
Nationality: Hellenic

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. He studied Business Administration at the Athens School of Economics and Business (1975) and holds a Master's in Economics from Lakehead University, Canada (1977) and a PhD from Queen's University, Canada. 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). He has been the Chair of the Board of Directors of the Bank since May 2014.

Executive Members

CEO

Vassilios E. Psaltis
Year of birth: 1968
Nationality: Hellenic

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 and at Emporiki Bank wherein he has worked as Deputy (acting) Chief Financial Officer. 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 of the Bank since November 2018 and Chief Executive

Officer since January 2019. In 2019 he was elected member of the Institut International d' Études Bancaires. He is a Member of the Board of Directors and of the Executive Committee of the SEV since July 2021.

Spyros N. Filaretos
Year of birth: 1958
Nationality: Greek

He studied Economics at the University of Manchester and at the University of Sussex. He joined the Bank in 1985. 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. He has been a Member of the Board of Directors of the Bank since 2005.

Non-Executive Member
Efthimios O. Vidalis
Year of birth: 1954
Nationality: Hellenic

He holds a BA in Government from Harvard University and an MBA from the Harvard Graduate School of Business Administration. 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, Chairman of the Board of Directors of the Greek Mining Enterprises Association (2005-2009) and member of the Board of Directors of the 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. He was elected President of the Executive Committee of the SEV during the 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 Fairfield-Maxwell Ltd (U.S.A.) and non-executive independent member of Eurolife FFH Insurance Group Holdings S.A. He has been a Member of the Board of Directors of the Bank since May 2014. He is a Member of the Audit Committee and of the Corporate Governance and Nominations Committee.

Non-Executive Independent Members

Dimitris C. Tsitsiragos
Year of birth: 1963
Nationality: Hellenic

He holds a BA in Economics from Rutgers University and an MBA from the George Washington University. He completed the World Bank Group Executive Development Program at the Harvard Business School. He spent 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 (India), Global Manufacturing and Services (Washington, D.C.) and Middle East, North Africa and Southern Europe (Cairo, Egypt), 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 currently sits on the Board of Directors of Titan Cement International and serves as a Senior Advisor, Emerging Markets at Pacific Investment Management Company (PIMCO) in London, UK. 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. He has been a Member of

the Board of Directors of the Bank since July 2020. He is a Member of the Risk Management Committee and of the Remuneration Committee.

Jean L. Cheval
Year of birth: 1949
Nationality: French

He studied Engineering at the École Centrale des Arts et Manufactures, while he holds a DES (Diplôme d'Études Spécialisées) in Economics (1974) from the University of Paris I. Additionally he holds a DEA (Diplôme d' Études Approfondies) in Statistics and a DEA in Applied Mathematics from the University of Paris VI. 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). As of 2009 he has been working 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 Natixis, alongside the CEO. He is currently a member of the Board of Directors of EFG-Hermes, Egypt, Chairman of the Steering Committee of Natixis Algérie and Chairman of the Natixis Foundation for Research and Innovation. He has been a Member of the Board of Directors of the Bank since June 2018. He is a Member of the Risk Management Committee and of the Remuneration Committee.

Carolyn G. Dittmeier
Year of birth: 1956
Nationality: Italian and US

She holds a BSc in Economics from the Wharton School of the University of Pennsylvania. 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. Additionally, she has obtained a Qualification in Internal Audit Leadership (QIAL). 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, and subsequently assumed managerial responsibilities in the Montedison Group as Financial Controller and later as Head of Internal Audit. In 1999, she 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 as 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). Furthermore, she served as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA (2012-2017) as well as of Italmobiliare SpA (2014-2017). Since 2014 she has been Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA and a member of the Boards and/or the Audit Committees of some non-financial companies (Moncler, Illycaffè). She has been a Member of the Board of Directors of the Bank since January 2017 and is currently Chair of the Audit Committee and a Member of the Corporate Governance and Nominations Committee.

Richard R. Gildea
Year of birth: 1952
Nationality: British

He holds a BA in History from the University of Massachusetts (1974) and an MA in International Economics, European Affairs from the Johns Hopkins University School of Advanced International Studies (1984). 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. 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. He has been a Member of the Board of Directors of the Bank since July 2016. He is the Chair of the Remuneration Committee and a Member of the Risk Management Committee.

Elanor R. Hardwick
Year of birth: 1973
Nationality: British

She holds an MA (Cantab) from the University of Cambridge and an MBA from the Harvard Business School. 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 Refinitiv). 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). 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 Risk Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. She served as a non-executive member of the Board of Directors of Itiviti Group AB (July 2020 – May 2021). She is an external member of the Audit Committee of the University of Cambridge, as of January 2021 and a member of the Advisory Board of Concirrus as of May 2021. She has been a Member of the Board of Directors of the Bank since July 2020. She is a Member of the Audit Committee and of the Corporate Governance and Nominations Committee.

Shahzad A. Shahbaz
Year of birth: 1960
Nationality: British

He holds a BA in Economics from Oberlin College, Ohio, U.S.A. He has worked at various banks and investment 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). 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. He has been a Member of the Board of Directors of the Bank since May 2014. He is the Chair of the Corporate Governance and Nominations Committee.

Jan A. Vanhevel
Year of birth: 1948
Nationality: Belgian

He studied Law at the University of Leuven (1971), Financial Management at Vlekho (Flemish School of Higher Education in Economics), Brussels (1978) and Advanced Management at INSEAD (The Business School for the World), Fontainebleau. He joined Kredietbank in 1971, which became KBC Bank and Insurance Holding Company in 1998. He acquired a Senior Management position in 1991 and joined the Executive Committee in 1996. In 2003 he was in charge of the non-Central European branches and subsidiaries, while in 2005 he became responsible for the KBC subsidiaries in Central Europe and Russia. In 2009 he was appointed

CEO and implemented the Restructuring Plan of the group until 2012, when he retired. From 2008 to 2011 he was President of the Fédération belge du secteur financier (Belgian Financial Sector Federation) and a member of the Verbond van Belgische Ondernemingen (Federation of Enterprises in Belgium), while he has been the Secretary General of the Institut International d'Études Bancaires (International Institute of Banking Studies) since May 2013. He was also a member of the Liikanen Group on reforming the structure of the EU banking sector. Currently, he is a Board member of a private industrial multinational company and of a private equity company. He has been a Member of the Board of Directors of the Bank since April 2016. He is the Chair of the Risk Management Committee and a Member of the Audit Committee.

Non-Executive Member pursuant to the provisions of Greek Law 3864/2010

Johannes Herman Frederik G. Umbgrove
Year of birth: 1961
Nationality: Dutch

He holds an LL.M. in Trade Law (1985) from Leiden University and an MBA from INSEAD (The Business School for the World), Fontainebleau (1991). Additionally, he attended the IN-BOARD Non-Executive Directors Program at INSEAD. 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 and as of 2014 he has been a Risk Advisor at Sparrenwoude B.V. He has been a member of the Supervisory Board of 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 Nominations and Remuneration Committee as well as a member of the Risk and Audit Committee and of the Related Party Transactions Committee of Demir Halk Bank N.V. Furthermore, he has been an independent member of the Supervisory Board of Lloyds Bank GmbH since December 2019. He has been a Non-Executive Member of the Board of Directors of the Bank, representing the Hellenic Financial Stability Fund, since April 2018. He is a Member of all the Committees of the Board of Directors.

Board Practices

Corporate Governance

The Bank's Corporate Governance Code

The Corporate Governance Code is sourced from international and Greek best practice and is compatible with applicable legislation and regulations concerning the Greek public interest entities. Furthermore, the Corporate Governance Code takes into account and is compatible with the specific European regulatory framework on corporate governance applicable to significant banks supervised directly by the European Central Bank as well as with the specific requirements imposed by the HFSF.

In line with its constant effort to consistently respond to the expectations of its customers and of the State, the Bank applies the law and the regulatory framework governing the financial sector, as well as the specific provisions on combating corruption. The Bank, in keeping abreast of the international developments in corporate governance issues, continuously updates its corporate governance framework and consistently applies the principles and rules dictated by the Corporate Governance Code, focusing on the long-term protection of the interests of its depositors and customers, shareholders and investors, employees and other stakeholders.

As of July 2021, the Bank has adopted the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council issued in June 2021.

Committees of the Bank's Board of Directors

Committees secure the smooth and efficient operation of the Bank, the formulation of a common strategy and policy, as well as the coordination of operations.

Audit Committee

The Audit Committee of the Bank currently constitutes a Committee of the Board of Directors and its Members were appointed through the Bank's Articles of Incorporation that were included in the notarial deed for the Hive Down. It consists of a Committee Chair, who is an Independent Non-Executive Member, two Independent Non-Executive Members and two Non-Executive Members. The composition of the current Audit Committee of the Bank is identical to the one appointed by virtue of the resolution of the Annual Ordinary General Meeting of Shareholders of Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") dated 31 July 2020. The current Members of the Audit Committee are Carolyn G. Dittmeier (Chair), Efthimios O. Vidalis, Elanor R. Hardwick, Jan A. Vanhevel, and Johannes Herman Frederik G. Umbgrove.

The main duties and responsibilities of the Audit Committee are set out in its Charter which is posted on the Bank's website and include, but are not limited to, those presented below.

The Audit Committee:

- monitors and assesses, on an annual basis, the adequacy, effectiveness and efficiency of the internal control system of the Bank and the Group;
- monitors the financial reporting process of the Bank and the Group;
- supervises and assesses the procedures for drawing up the annual and interim financial statements of the Bank and of the Group;
- reviews the quarterly financial statements of the Bank and of the Group, together with the Statutory Auditors' Report and the Board of Directors' Annual Management Report prior to their submission to the Board of Directors;
- assists the Board of Directors in ensuring the independent, objective and effective conduct of internal and external audits of the Bank and facilitating communication between the auditors and the Board of Directors;
- assists the Board of Directors in overseeing the performance and effectiveness of the Internal Audit and the Compliance Divisions of the Bank and the Group;
- meets with the statutory certified auditors of the Bank on a regular basis;
- is responsible for the procedure pertaining to the selection of the statutory certified auditors of the Bank 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; and
- monitors the independence of the Statutory Certified Auditors in accordance with the applicable laws, which includes reviewing, inter alia, the provision by them of Non-Audit Services to the Bank and the Group. In relation to this, the Audit Committee examines or approves proposals regarding the provision by the statutory certified auditor of non-audit services to the Bank and the Group, based on the relevant Bank's policy that the Audit Committee oversees and recommends to the Board of Directors for approval.

The Audit Committee convenes at least once every month and may invite any Member of the Management or Executive of the Bank, as well as external auditors, to attend its meetings. The Heads of the Internal Audit and Compliance Divisions are regular attendees of the Committee meetings.

The Audit Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Committee.

The Chair of the Committee submits to the Board of Directors a formal report on the work of the Committee during the year.

Risk Management Committee

The Risk Management Committee of the Board of Directors was established by virtue of a resolution of the Board of Directors on 16 April 2021. It consists of a Committee Chair who is an Independent Non-Executive Member, three Independent Non-Executive Members and one Non-Executive Member. The composition of the current Risk Management Committee of the Bank is identical to the one appointed by virtue of the resolution of the Annual Ordinary General Meeting of Shareholders of Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") dated 31 July 2020. The current Members of the Risk Management Committee are Jan A. Vanhevel (Chair), Dimitris C. Tsitsiragos, Jean L. Cheval, Richard R. Gildea and Johannes Herman Frederik G. Umbgrove.

The main duties and responsibilities of the Risk Management Committee are set out in its Charter which is posted on the Bank's website and include, but are not limited to, those presented below.

The Risk Management Committee:

- 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 Bank and the Group. In this context, the Committee considers the adequacy of the technical (e.g. modelling tools, IT systems, etc.) and human resources available to implement the risk and capital strategy and ensures the communication of key aspects of the risk strategy throughout the Bank;

- assists the Board of Directors in monitoring the achievement of objectives in risk management, especially in the areas of NPEs and capital ratio;

- reviews and recommends annually to the Board of Directors for approval the Group's risk appetite framework and statement, ensuring alignment with the Group's strategic objectives and capital allocation. In this context, the Committee sets the Bank's risk capacity, portfolio limits and tolerance in all key areas of the Bank's activity;

- determines the principles which govern risk management across the Bank and the Group in terms of the identification, measurement, monitoring, control, and mitigation of risks;

- recommends to the Board of Directors for approval Bank-wide and Group-wide high-level policies on the management of credit, market, liquidity, operational and other risks;

- 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 Bank's IT infrastructure to record, report, aggregate and process risk-related information;

- reviews regularly, at least annually, the Group's ICAAP/ILAAP and 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; and
- reviews the risk management and the NPE/NPL policy and procedures of the Bank and the Group.

The Chief Risk Officer reports to the Board of Directors of the Bank through the Risk Management Committee.

The Risk Management Committee convenes at least once a month and may invite any Member of the Management or Executive of the Bank to attend its meetings. The Chief Risk Officer is a regular attendee of the Committee meetings.

The Risk Management Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Committee.

The Chair of the Committee submits to the Board of Directors a formal report on the work of the Committee during the year.

Remuneration Committee

The Remuneration Committee of the Board of Directors was established by virtue of a resolution of the Board of Directors on 16 April 2021. It consists of a Committee Chair who is an Independent Non-Executive Member, two Independent Non-Executive Members and one Non-Executive Member. The composition of the current Remuneration Committee of the Bank is identical to the one appointed by virtue of the resolution of the Annual Ordinary General Meeting of Shareholders of Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") dated 31 July 2020. The current Members of the Remuneration Committee are Richard R. Gildea (Chair), Dimitris C. Tsitsiragos, Jean L. Cheval and Johannes Herman Frederik G. Umbgrove.

The main duties and responsibilities of the Remuneration Committee are set out in its Charter which is posted on the Bank's website and include, but are not limited to, those presented below.

The Remuneration Committee:

- ensures that the Bank has a remuneration philosophy and practice that is market-based, equitable and focused on sound performance evaluation-based criteria;
- formulates the Remuneration Policy for the Bank and the Group as well as for the Members of the Boards of Directors across the Group and makes recommendations to the Board of Directors of the Bank for approval thereof;
- on an annual basis, reviews and reports findings on remuneration data from the Bank and the Group to the Board of Directors, with a view to monitoring the consistent application of the Remuneration Policy, assessing alignment with corporate goals and ensuring the alignment of remuneration practices with the risk profile;
- assesses the mechanisms and systems adopted to ensure that the remuneration system properly takes into account all types of risks, liquidity and capital levels and that the overall Remuneration Policy is consistent with and promotes sound and effective risk management and is in line with the business strategy, objectives, corporate culture, values and long-term interest of the Bank; and
- oversees the evaluation process for Senior Executives and Key Function Holders, ensuring that it is implemented adequately and in accordance with the provisions of the Bank's respective Policy.

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

The Remuneration Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Committee.

The Chair of the Committee submits to the Board of Directors a formal report on the work of the Committee during the year.

In accordance with article 10 para 3 of Greek Law 3864/2010, and for as long as the Bank is under the provisions of the said Law, the annual compensation for each Member of the Board of Directors cannot exceed the total remuneration of the Governor of the Bank of Greece.

Corporate Governance and Nominations Committee

The Corporate Governance and Nominations Committee of the Board of Directors was established by virtue of a resolution of the Board of Directors on 16 April 2021. It consists of a Committee Chair who is an Independent Non-Executive Member, two Independent Non-Executive Members and two Non-Executive Members. The composition of the current Corporate Governance and Nominations Committee of the Bank is identical to the one appointed by virtue of a resolution of the Annual Ordinary General Meeting of Shareholders of Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") dated 31 July 2020. The current Members of the Corporate Governance and Nominations Committee are Shahzad A. Shahbaz (Chair), Efthimios O. Vidalis, Carolyn G. Dittmeier, Elanor R. Hardwick and Johannes Herman Frederik G. Umbgrove.

The main duties and responsibilities of the Corporate Governance and Nominations Committee are set out in its Charter which is posted on the Bank's website and include, but are not limited to, those presented below.

The Corporate Governance and Nominations Committee:

- ensures that the corporate governance principles of the Bank and the Group, as embedded in the Corporate Governance Code of the Bank, as well as the implementation of these principles reflect the legislation in force, regulatory expectations and international corporate governance best practices;
- regularly reviews the Corporate Governance Code of the Bank and makes appropriate recommendations to the Board of Directors on its update;
- facilitates the regular review of the Charters of 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 Bank's Corporate Governance Code as well as with corporate governance best practices;
- develops and regularly reviews the selection criteria and appointment process for the Members of the Board of Directors;
- identifies and recommends for the approval of the Board of Directors candidates to fill vacancies, evaluates the balance of knowledge, skills, diversity and experience of the Board of Directors and prepared a description of the roles and capabilities for a particular appointment and assesses the time commitment expected;
- assesses, at least annually, the structure, size, and composition of the Board of Directors, after considering relevant findings of the annual evaluation of the Board of Directors, in order to ensure that these are fit-for-purpose;

- initiates and oversees the conduct of the annual evaluation of the Board of Directors in accordance with the Policy for the Annual Evaluation of the Alpha Bank Board of Directors and submits the relevant findings and recommendations to the Board of Directors;
- 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 Members that support the effective discharge of their responsibilities;
- recommends to the Board of Directors for approval and regularly reviews the Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders, the Policy for the Succession Planning of Senior Executives and Key Function Holders and the Policy for the Evaluation of Senior Executives and Key Function Holders; and
- establishes the conditions required for effective succession and continuity in the Board of Directors.

The Corporate Governance and Nominations Committee convenes at least quarterly and may invite any Member of the Management or Executive of the Bank to attend its meetings.

The Corporate Governance and Nominations Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Committee.

The Chair of the Corporate Governance and Nominations Committee submits to the Board of Directors a formal report on the work of the Committee during the year.

Management Committees

Executive Committee

In accordance with Greek law 4548/2018 and the Bank's Articles of Incorporation, the Board of Directors has established as of 16 April 2021 an Executive Committee.

The Executive Committee acts as a collective corporate body of the Bank. The Executive Committee's powers and authorities are determined by way of a CEO act, delegating powers and authorities to the Committee.

The composition of the Executive Committee is as follows:

Chair	
V.E. Psaltis	Chief Executive Officer
Members	
S.N. Filaretos	General Manager – Growth and Innovation
S.A. Andronikakis	General Manager – Chief Risk Officer
L.A. Papagaryfallou	General Manager – Chief Financial Officer
S.A. Oprescu	General Manager of International Network
N.V. Salakas	General Manager – Chief Legal and Governance Officer
I.M. Emiris	General Manager of Wholesale Banking
I.S. Passas	General Manager of Retail Banking
A.C. Sakellariou	General Manager – Chief Transformation Officer
S.N. Mytilinaios	General Manager – Chief Operating Officer

The indicative main responsibilities of the Executive Committee include, but are not limited to, the following.

The Executive Committee:

- prepares the strategy, business plan and annual budget of the Bank and the Group for submission to and approval by the Board of Directors as well as the annual and quarterly 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;
- monitors the performance of each Business Unit and Subsidiary of the Bank against the budget and ensures that corrective measures are taken;
- reviews and approves the policies of the Bank informing the Board of Directors accordingly;
- approves and manages any collective programme proposed by the Human Resources Division for the Personnel and ensures the adequacy of Resolution Planning governance, process and systems; and
- is responsible for the implementation of: the overall risk strategy, including the institution's risk appetite and its risk management framework, an adequate and effective internal governance and internal control framework, the selection and suitability assessment process for Key Function Holders, the amounts, types and distribution of both internal capital and regulatory capital and the targets for the liquidity management of the Bank.

Biographical Information

Below are brief biographies of the General Managers who are members of the Bank's Executive Committee.

Spyros N. Filaretos

He was born in Athens in 1958. He studied Economics at the University of Manchester and at the University of Sussex. He joined the Bank in 1985. 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. He has been a Member of the Board of Directors of the Bank since 2005.

Spiros A. Andronikakis

He was born in Athens in 1960. He holds a BA in Economics and Statistics from the Athens University of Economics and Business, and an MBA in Financial Management and Banking from the University of Minnesota, U.S.A. He has worked in the Corporate Banking Units of Greek and multinational banks since 1985. He joined the 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 and Chief Risk Officer.

Lazaros A. Papagaryfallou

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 the Bank in 1998, having served as Manager of the Corporate Development, International Network and Strategic Planning Divisions. On 1 July 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. On 2 January 2019 he was appointed as General Manager and CFO for the Group. During his career he served as Chairman and member in the Board of Directors of various group companies, in Greece and abroad, in banking, insurance, financial services, industry and real estate sectors.

Sergiu-Bogdan A. Oprescu

He was born in 1963. He holds a MEng Graduate degree with concentration in Avionics from the Aeronautical Faculty, Politehnica University of Bucharest. He acquired a postgraduate degree in Banking from the University of Colorado and followed multiple executive programme studies at Harvard Business School, Stanford and London Business School. He joined Alpha Bank Romania in 1994 and held several senior positions before he was appointed Executive President in 2007. He served as Chairman of the Bucharest Stock Exchange from 2000 to 2006 and Chairman of the Board of Directors of the Romanian Association of Banks from May 2015 to May 2021. On 11 February 2019 he was also appointed as General Manager of International Network of the Bank.

Ioannis M. Emiris

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 degree. He started his career as a certified public accountant in PricewaterhouseCoopers in New York. From 1991 to 2012 he worked for the Group, initially as an Investment Banker in Alpha Finance and from 2004 as Head of the Investment Banking and Project Finance Division of Alpha Bank. From 2012 to 2014, he was the Chief Executive Officer of the Hellenic Republic Asset Development Fund (HRADF). On 5 November 2014, he was appointed Executive General Manager of the Bank and on 19 November 2019 he was appointed General Manager-Wholesale Banking.

Isidoros S. Passas

He was born in Thessaloniki in 1967. He holds an MSc in Mechanical Engineering from the National Technical University of Athens, an MBA from the City University Business School and has attended the Advanced Management Program at INSEAD.

He started his career in Procter & Gamble and held Director Positions in Marketing and Sales functions of multinational consumer goods companies. In 2000, he started his banking career in Eurobank. He had been Deputy General Manager of Retail Banking Network for several years. In 2013, he worked as a Senior Advisor to the CEO for retail marketing distribution in Hellenic Petroleum. He joined Alpha Bank in 2014. He held the positions of Manager of Deposit and Investment Products and Greek Branch Network Division. He is Vice President at the Board of Directors of AlphaLife Insurance Company S.A. and holds the position of Counselor at the Board of Directors of Alpha Finance. On 4 January 2016, he was appointed Executive General Manager of the Bank and on 19 November 2019 he was appointed General Manager-Retail Banking.

Nikolaos V. Salakas

He was born in 1972. He has studied Law at the National and Kapodistrian University of Athens and holds a postgraduate degree (LL.M. in International Business Law) from University College London. He joined the Bank after having worked for Koutalidis Law Firm, where he was leading the Banking and Finance Department as of 2010. He has more than 20 years of experience in domestic and international banking, financing, restructuring and securities transactions and he is ranked amongst the leading Greek lawyers by the IFLR, Legal 500 and Chambers and Partners. He has supported the Bank in regulatory, M&A, strategic and finance transactions since 1999. On 1 March 2019 he was appointed as General Manager – Chief Legal and Governance Officer of the Bank.

Anastasia Ch. Sakellariou

She was born in 1973. She holds postgraduate degrees from the University of Reading in International Banking and from the University of Warwick in International Studies. She joined the Bank with 25 years of experience in international banking. She began her career in London in the mid-90s, having worked at bulge bracket

investment banking firms. In her latest international role, she was a Managing Director in investment banking at Credit Suisse. In 2009 she repatriated; she held a public sector role as the CEO of the Hellenic Financial Stability Fund at a critical time for the reshaping of the banking landscape. Before joining Alpha, she was the CEO and driving force behind the creation of the first digital banking platform in Greece, Praxiabank. On 1 April 2020 she was appointed General Manager – Chief Transformation Officer.

Stefanos N. Mytilinaios

He was born in Athens in 1973. He holds a First Class degree in Aerospace Engineering from the University of Bristol, UK, and an MBA with Distinction from INSEAD in Fontainebleau, France. He brings onboard extensive international and Greek experience in technology, operations and business, having assumed managerial positions in Greece and abroad. 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. Previously, he served as the Deputy Group CIO at Eurobank and a business consultant with McKinsey & Company, based in Athens and London. On 1 December 2020 he was appointed General Manager – Chief Operating Officer of the Bank.

General Manager-level Management Committees

Assets-Liabilities Management Committee (ALCo)

- Decides on matters regarding the management of Asset-Liability and cash management issues i.e. liquidity, hedging strategy, capital structure, proposals for new products/services or modification of existing products/services, products pricing, portfolios etc.; and
- assesses financial risks and decides on the risk hedging strategy and actions.

Operational Risk and Internal Control Committee

- Takes cognizance of and decides upon issues related to Operational Risk and Internal Control Framework.

Credit Risk Committee

- Assesses the adequacy and efficiency of the credit risk management policy and procedures of the Bank and the Group and plans the required corrective actions.

Troubled Assets Committee

- Formulates, evaluates and approves the Wholesale and Retail Banking NPE management strategy.

REO Committee I

- Determines and monitors the strategy of acquisition, management, development and sale of Real Estate either under the Bank's or the Group's ownership, or are examined to be acquired by the Bank or the Group.

Cost Control Committee

- approves the cost control policies;
- validates the proposed CAPEX/OPEX budget prior to its submission to the Executive Committee for approval and the formulation proposal for projects portfolios;
- examines and approves expense requests/projects' costs within the Committees' limits;

- reviews the cost evolution versus budget and mitigation actions in case of overrun;
- evaluates proposals on cost containment initiatives;
- assesses options to promote the Bank's cost-efficient operation; and
- validates cost allocation rules among the Bank's Business Units.

Credit Committee I

- Decides, within its delegation limits, on the following:
  - credit requests to companies or groups of connected companies, under the supervision of the General Manager of Wholesale Banking;
  - risk issues of Credit Institutions, Central Governments, Transnational Organizations and Mediators under the responsibility of the Divisions supervised by the Executive General Manager – Treasury Management;
  - Retail Banking Credit requests for new credits and periodic reviews of credit limits;
  - credit requests of Individuals for personal/consumer and housing loans, for which an application is submitted through the Private Banking Division;
  - credit requests of Companies or groups of connected companies, with performing exposures under the management of the Private Banking Division; and
  - lending to companies or groups of connected companies of the International Network with Performing Exposures.

Arrears Committee I

- Decides on customers' requests under the management of the Arrears Units in Greece and in the countries where the Group operates, regarding the following portfolios:
  - Wholesale Banking – Greece;
  - Retail Banking – Greece; and
  - Wholesale Banking – International Network.

Relationships and Other Activities

There are no potential conflicts of interest between the duties of the persons listed above pertaining to the Bank and their private interests.

HFSF Influence

As a result of meeting the required 10 per cent. private sector contribution test in the 2013 share capital increase, the HFSF's voting rights are restricted (please see "*Regulation and Supervision of Banks in Greece – Provision of Capital Support by the HFSF*" for more details in that regard).

As per Article 10 of the HFSF Law, the HFSF, with the assistance of an internationally renowned specialised independent adviser, is entitled to evaluate the corporate governance framework of the credit institutions, with which it has concluded a relationship framework agreement (including the Bank). The last corporate governance

review of the Bank by the HFSF was performed by Fidelio Partners that was appointed by the HFSF to conduct a Corporate Governance Review – Board Evaluation in December 2020. Findings and recommendations were presented at the Board of Directors' meeting of 31 March 2021.

Relationship Framework Agreement

Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") and the HFSF have entered into a Relationship Framework Agreement (the "**RFA**"), in accordance with the provisions of the Memorandum of Economic and Financial Policies and the provisions of the HFSF Law. The RFA was originally entered into force on 12 June 2013 but was subsequently replaced by a new Relationship Framework Agreement (the "**New RFA**") entered into on 23 November 2015. The New RFA will remain in force so long as the HFSF has any ownership in the Bank. In the context of the Hive-Down of Alpha Holdings' banking sector to the Bank completed on 16 April 2021, the New RFA was transferred to the Bank as part of such banking sector. The Group has assumed the obligation to negotiate in good faith with the HFSF any amendments to the New RFA in order to preserve the rights of the HFSF at both the level of Alpha Holdings and the Bank subject to applicable law.

For more information on the New RFA and on the relevant rights of the HFSF prior and 208 subsequent to the Hive Down, see "*Regulation and supervision of banks in Greece—The HFSF—Relationship Framework Agreement*".

Management and Corporate Governance of Alpha Holdings

The main administrative, management and supervisory bodies of Alpha Holdings are the Board of Directors and the Committees of the Board of Directors (namely the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance and Nominations Committee) as well as the Executive Committee.

Board of Directors of Alpha Holdings

According to its Articles of Incorporation, Alpha Holdings is managed by a Board of Directors comprising of a minimum of nine and a maximum of 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. A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Greek law 4548/2018. The Members are elected by the General Meeting of Shareholders for a term of four years and may be re-elected by the Shareholders to serve multiple terms.

Pursuant to Greek law 4706/2020 (article 5), the Board of Directors consists of Executive and Non-Executive Members. Under currently applicable law, at least one-third of the total number of Members of the Board of Directors and in any case not less than two Members should be Non-Executive Independent Members within the meaning of article 9 of Greek law 4706/2020.

Pursuant to the HFSF Law, a Representative of the HFSF participates as a Member to the Board of Directors. Such member's responsibilities are determined by the HFSF Law and the RFA with the HFSF.

Failure on the part of a Member to attend meetings of the Board of Directors, for a total of six months per annum, without providing a valid reason, shall be construed as resignation from his/her position. As per article 5 par. 3 of the Greek law 4706/2020 in case of unjustified absence of an Independent Board of Directors member in at least two consecutive meetings of the Board of Directors such member is considered as resigned.

The Chair of the Board of Directors (the "**Chair**") is elected from amongst the Non-Executive Members of the Board of Directors. The Board of Directors elects its Chair by absolute majority among the present and the duly represented Members. The Board of Directors may elect one or more Vice Chairs.

The Board of Directors resolves on all matters concerning management and administration of Alpha Holdings except those which, under the Articles of Incorporation or under applicable law, are the sole prerogative of the General Meeting of Shareholders. The Board of Directors is convened by invitation of the Chair or following a request by at least two of its Members. Subject to article 107 of Greek law 4548/2018, the Members of the Board of Directors have no personal liability vis-à-vis Shareholders or third parties and are liable only towards Alpha Holdings in connection with the administration of its corporate affairs. The resolutions of the Board of Directors are passed by absolute majority of the Members present or duly represented at Board of Directors meetings, except in those cases where it is otherwise required by applicable law.

A Member who is absent from a meeting may be represented by another Member of the Board of Directors whom he/she has appointed by notifying the Board of Directors. A Member may represent only one other Member. To form a quorum, no less than one-half plus one of its Members must be present or duly represented. In any event, the number of Members present in person may not be less than six. By way of exception, when the Board of Directors meets (as a whole or partially) by teleconference, the participating Members need to have the minimum quorum required by the Articles of Incorporation, while the physical presence of the minimum number of Members is not required. The quorum is determined using absolute numbers.

The Board of Directors designates its Executive and Non-Executive Members. Independent Members are appointed, according to Greek law on Corporate Governance, by the General Meeting of Shareholders. Under Greek law 4706/2020 (articles 1-24), Independent Members are elected by the General Meeting of Shareholders or appointed by the Board of Directors until the next General Meeting in the event of death, resignation or loss of the capacity of an Independent Member of the Board of Directors in any other way resulting into the number of the Independent Members being less than the minimum number required by law).

The Board of Directors was elected by the Ordinary General Meeting of Shareholders held on 29 June 2018 and was constituted in body as per the Board resolution of 29 June 2018.

On 29 June 2018, during the Ordinary General Meeting of Shareholders, Mr D.P. Mantzounis, Managing Director - CEO of the Bank, announced his intention to initiate his succession. On 29 November 2018, following a thorough search conducted by a recruitment firm and in accordance with the Policy for the Succession Planning of Senior Executives and Key Function Holders, the Board of Directors unanimously elected Mr V.E. Psaltis as a Member of the Board of Directors and new CEO to assume his duties on 2 January 2019.

At the Ordinary General Meeting of Shareholders held on 28 June 2019, the General Meeting was informed about the election of a new Member of the Board of Directors and in particular that:

- at the meeting of the Board of Directors held on 30 August 2018 Mr. I.S. Dabdoub submitted his resignation from the position of Member of the Board of Directors and of its Committees;
- at the meeting of the Board of Directors held on 29 November 2018 Mr. V.E. Psaltis was elected as Member of the Board of Directors;
- at the meeting of the Board of Directors held on 29 November 2018 Mr. D.P. Mantzounis submitted his resignation from the position of Managing Director - CEO with effective date 2 January 2019; and
- through a unanimous resolution of the Board of Directors, Mr. V.E. Psaltis was appointed new CEO on 2 January 2019.

On 31 July 2020, the Ordinary General Meeting of Shareholders, among other items:

- was informed that the Board of Directors at its meeting held on 25 June 2020 proceeded with the appointment of Mr. Dimitris C. Tsitsiragos and Ms. Elanor R. Hardwick as Members of the Board of

Directors, effective as of 2 July 2020, in replacement of Mr. Demetrios P. Mantzounis and Mr. George C. Aronis who resigned on 31 December 2019 and 31 January 2020 respectively; and

- approved the appointment of Mr. Dimitris C. Tsitsiragos and of Ms. Eleanor R. Hardwick, who fulfil the independence conditions and criteria, according to the applicable legal and regulatory framework, as Independent Non-Executive Members of the Board of Directors. Their tenure shall be equal to the remainder of the tenure of the rest of the Members of the Board of Directors, as this was determined during their election by the resolution of the Ordinary General Meeting of Shareholders dated 29 June 2018.

Additionally, at the Board of Directors meeting held on 26 November 2020, Mr. A.Ch. Theodoridis notified his resignation from the position of General Manager of Non-Performing Loans and Treasury Management with effect as of 1 December 2020, in order to assume, as of the same date, the position of Executive Chair of Cepal Hellas, while the Board of Directors resolved for him to retain his role as Member of the Board of Directors and specifically as a Non-Executive Member. The said resignation took place in the context of the transfer of the Bank's NPEs servicing business to Cepal, which materialised on 1 December 2020. Mr. Theodoridis resigned from the position as Member of the Board of Directors on 17 June 2021.

Further to the resolution of the Extraordinary General Meeting of Shareholders of Alpha Holdings dated 2 April 2021 and the registration with G.E.MI. dated 16 April 2021 of the resolution of the Ministry of Development and Investments by virtue of which the Hive Down was approved, the Board of Directors was reconstituted into a body on 16 April 2021.

The Board of Directors' tenure ends on 29 June 2022 and may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting of Shareholders and until the respective resolution has been adopted.

The Board of Directors currently consists of twelve Members.

Under the HFSF Law, the HFSF is entitled to appoint a representative in the Board of Directors of Greek credit institutions, having received recapitalisation funds from the HFSF. In line with this, the Board of Directors of Alpha Holdings, at its meeting on 26 April 2018 (then operating as a licenced credit institution under the name "Alpha Bank S.A."), elected a Member, in accordance with the HFSF Law, article 10, paragraph 2, as representative and upon instruction of the HFSF (currently, Mr Johannes Herman Frederik G. Umbgrove).

In the event of death, resignation or loss of the capacity of a Member or Members of the Board of Directors in any other way, the Board of Directors may elect replacements for the existing vacancies. The respective election shall be implemented by a resolution of the remaining Members of the Board of Directors, provided that they are at least three, and shall be valid for the remainder of the tenure of the replaced Members. The decision for such election must be published according to article 82 of Greek law 4548/2018 and be announced by the Board of Directors at the next General Meeting. The General Meeting may replace the substitute members with others, even if membership is not on the agenda.

In any case, the remaining Members of the Board of Directors may carry on with the management and representation of the Company, without replacing the missing Members, provided that the number of the remaining Members exceeds half of the Members of the Board of Directors as those were before any of the aforementioned events occurred and is not lower than three.

The Board of Directors elects from among its Members, by absolute majority of the present and/or represented Members, the Chair and the Chief Executive Officer. In addition, the Board of Directors may elect a Vice Chair or Vice Chairs, and/or Deputy CEO/s and/or General Managers and/or Executive General Managers and their deputies. Furthermore, the Board of Directors appoints the Executive and the Non-Executive Members, apart

from the Independent Non-Executive Members, in accordance with the applicable legislation and assigns competencies which may be modified by a resolution of the same body.

The Board of Directors represents Alpha Holdings and is qualified to resolve on every action concerning its management, the administration of its property and the promotion of its scope of business in general. More particularly, the Board of Directors is qualified to resolve on issues, which, in accordance with the law or the Articles of Incorporation, do not fall within the exclusive competence of the General Meeting.

The Board of Directors may, following a resolution, delegate, in whole or in part, the management and/or the representation of Alpha Holdings to one or more persons, Members of the Board of Directors, Executives or employees of Alpha Holdings or third parties, while defining simultaneously with the above resolution, the extent of the relevant delegation as well as the possibility to further assign the powers granted.

Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") and the HFSF have entered into a RFA, in accordance with the provisions of the Memorandum of Economic and Financial Policies and the provisions of the HFSF Law. The RFA was originally entered into force on 12 June 2013 but was subsequently replaced by New RFA entered into on 23 November 2015. The New RFA requires the following, among others, with respect to the composition of the Board of Directors: (i) the Chairman of the Board of Directors must be a Non-Executive Member and should not serve as Chairman of either the Board of Directors' Risk Management or the Audit Committees; (ii) the majority of the Board of Directors must be comprised of non-executive members, at least 50 per cent. of which (rounded to the nearest integer) and no fewer than three members (excluding the HFSF Representative) should be independent, satisfying the independence criteria of Greek law 3016/2002 and the Recommendation 2005/162/EC; and (iii) the Board of Directors must include at least two executive members. In the context of the Hive-Down of Alpha Holdings's banking sector to the Bank (as completed on 16 April 2021), the New RFA was transferred to the Bank as part of such banking sector. The Bank has assumed the obligation to negotiate in good faith with the HFSF any amendments to the New RFA in order to preserve the rights of the HFSF at both the level of Alpha Holdings and the Bank subject to applicable law. Moreover, pursuant to the provisions of the HFSF Law, the HFSF as holder of Ordinary Shares, develops, with the assistance of an independent consultant, criteria for the evaluation of the members of the Board of Directors and its committees, as well as any committees the HFSF deems necessary, taking into account international best practices. The HFSF also develops specific recommendations for changes and improvements in the corporate governance.

If a member of the Board of Directors or one of its committees does not meet the criteria set out by the HFSF Law and the HFSF, or if a management body collectively, does not satisfy the structure recommended by the HFSF with respect to the size, allocation of tasks and expertise, and the necessary changes cannot be otherwise achieved, the HFSF would propose to the General Meeting that the relevant members of the Board of Directors or a committee need to be replaced, if our Board of Directors does not take the necessary measures to implement the relevant recommendations. In the event that the General Meeting does not agree to replace such member of management or a committee within three months, the HFSF would publish on its website within four weeks a report that includes the relevant recommendations and the number of the members of the Board of Directors or its committees that do not meet the relevant criteria, specifying the criteria such members of the Board of Directors or its committees do not meet. The business address of Alpha Holding's Board of Directors is 40 Stadiou Street, 102 52 Athens, Greece.

The composition of the Board of Directors of Alpha Holdings is identical to the one of the Bank.

Executive Committee of Alpha Holdings

In accordance with Greek law 4548/2018 and the Articles of Incorporation, the Board of Directors has established as of 2 December 2019 (at the time "Alpha Bank S.A.") an Executive Committee.

The Executive Committee acts as a collective corporate body of Alpha Holdings. The Executive Committee's powers and authorities are determined by way of a CEO act, delegating powers and authorities to the Committee.

The current composition of the Executive Committee was approved by the Board of Directors on its 16 April 2021 meeting and is identical to the one of the Bank.

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

- prepares the strategy, business plan and annual budget of Alpha Holdings and the Group for submission to and approval by the Board of Directors as well as the annual and quarterly 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;
- monitors the performance of each Business Unit and Subsidiary of Alpha Holdings against the budget and ensures that corrective measures are taken;
- reviews and approves the policies of Alpha Holdings informing the Board of Directors accordingly;
- approves and manages any collective programme proposed by the Human Resources Division for the Personnel and ensures the adequacy of Resolution Planning governance, process and systems; and
- is responsible for the implementation of: the overall risk strategy, including the institution's risk appetite and its risk management framework, an adequate and effective internal governance and internal control framework, the selection and suitability assessment process for Key Function Holders, the amounts, types and distribution of both internal capital and regulatory capital and the targets for the liquidity management.

Corporate Governance

Corporate Governance is a system of principles and practices underlying the organization, operation and administration of an incorporated company, aiming to safeguard and satisfy the lawful interests of all those associated with the company.

Alpha Holdings adopted and implements the principles of corporate governance, seeking to establish transparency in the communication with its shareholders, executives, employees, business partners, contractors and suppliers, and the provision of prompt and continuous information to investors.

In line with its constant effort to consistently respond to the expectations of its Customers and of the State, Alpha Holdings applies the legislative and regulatory framework governing its operation.

The Corporate Governance Code

The Corporate Governance Code is sourced from international and Greek best practice and is compatible with applicable legislation and regulations concerning the Greek public interest entities.

As of July 2021, Alpha Holdings, in accordance with article 17 of Law 4706/2020, has adopted the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council, issued in June 2021.

Committees of Alpha Holdings' Board of Directors

Audit Committee

The Audit Committee of the Board of Directors was established by a resolution of the Board of Directors on 23 November 1995. It consists of a Committee Chair, who is an Independent Non-Executive Member, two Independent Non-Executive Members and two Non-Executive Members. The Audit Committee currently constitutes a Committee of the Board of Directors and the Members were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31 July 2020, which is comprised of five of its Members in total and, in particular, of three Independent Non-Executive Members and of two Non-Executive Members, whose tenure ends at the Ordinary General Meeting of the year 2022. The current Members of the Audit Committee are Carolyn G. Dittmeier (Chair), Efthimios O. Vidalis, Elanor R. Hardwick, Jan A. Vanhevel, and Johannes Herman Frederik G. Umbgrove.

As per the resolution of the Annual Ordinary General Meeting of Shareholders of 31 July 2020 the above persons have a proven knowledge of the banking and financial sector in general and their participation in the Audit Committee shall ensure the proper exercise of the responsibilities of this Committee, stipulated by the law and by the regulatory framework. Out of the above Non-Executive Independent Members of the Board of Directors, at least one possesses adequate auditing and accounting knowledge and experience.

Following the conclusion of the Ordinary General Meeting of Shareholders held on July 31, 2020, and in accordance with article 44 of Greek law 4449/2017, as in force, the Chair of the Audit Committee has been appointed by the Committee Members at the meeting of 31.7.2020. Finally, the majority of the Members are Non-Executive Independent Members, as per the provisions of law 4706/2020.

The specific duties and responsibilities of the Audit Committee are set out in its Charter which is posted on Alpha Holdings' website.

The Charter of the Audit Committee is under revision, following the recent Hive Down.

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

The Audit Committee:

- monitors and assesses, on an annual basis, the adequacy, effectiveness and efficiency of the internal control system of Alpha Holdings and the Group;
- monitors the financial reporting process of Alpha Holdings and the Group;
- supervises and assesses the procedures for drawing up the annual and interim financial statements of Alpha Holdings and the Group;
- reviews the quarterly financial statements of Alpha Holdings and the Group, together with the statutory auditors' report and the Board of Directors' annual management report prior to their submission to the Board of Directors;
- assists the Board of Directors in ensuring the independent, objective and effective conduct of internal and external audits of Alpha Holdings and facilitating communication between the auditors and the Board of Directors;
- assists the Board of Directors in overseeing the performance and effectiveness of the Internal Audit and the Compliance Divisions of Alpha Holdings and the Group;
- meets with the statutory certified auditors of Alpha Holdings on a regular basis;

- is responsible for the procedure pertaining to the selection of the statutory certified auditors of Alpha Holdings 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 of the statutory certified auditors in accordance with the applicable laws, which includes reviewing, inter alia, the provision by them of non-audit services to Alpha Holdings and the Group. In relation to this, the Audit Committee examines or approves proposals regarding the provision by the statutory certified auditor of non-audit services to Alpha Holdings and the Group, based on the relevant Alpha Holdings' policy that the Audit Committee oversees and recommends to the Board of Directors for approval.

The Audit Committee convenes at least once every month and may invite any Member of the Management or Executive of Alpha Holdings, as well as external auditors, to attend its meetings. The Heads of the Internal Audit and Compliance Divisions are regular attendees of the Committee meetings.

The Audit Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Audit Committee.

The Chair of the Audit Committee submits to the Board of Directors a formal report on the work of the Audit Committee during the year.

Risk Management Committee

The Risk Management Committee of the Board of Directors was established by a resolution of the Board of Directors on 19 September 2006. It consists of a Committee Chair who is an Independent Non-Executive Member, three Independent Non-Executive Members and one Non-Executive Member. The Members of the current Risk Management Committee were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31 July 2020. The Chair of the Risk Management Committee was appointed by the Board of Directors at the meeting of 31 July 2020, following the recommendation of the Corporate Governance and Nominations Committee.

The specific duties and responsibilities of the Risk Management Committee are set out in its Charter which is posted on Alpha Holdings' website.

The Charter of the Risk Management Committee is under revision, following the recent Hive Down.

The current Members of the Risk Management Committee are Jan A. Vanhevel (Chair), Dimitris C. Tsitsiragos, Jean L. Cheval, Richard R. Gildea and Johannes Herman Frederik G. Umbgrove.

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

The Risk Management Committee:

- reviews regularly and recommends to the Board of Directors for approval the risk and capital management strategy, ensuring alignment with the business objectives of Alpha Holdings and the Group. In this context, the Risk Management Committee considers the adequacy of the technical (e.g. modelling tools, IT systems, etc.) and human resources available to implement the risk and capital strategy and ensures the communication of key aspects of the risk strategy throughout Alpha Holdings;

- assists the Board of Directors in monitoring the achievement of objectives in risk management, especially in the areas of NPEs and capital ratio;

- reviews and recommends annually to the Board of Directors for approval Alpha Holdings' risk appetite framework and statement, ensuring alignment with Alpha Holdings' strategic objectives and capital allocation. In this context, the Risk Management Committee sets Alpha Holdings' risk capacity, portfolio limits and tolerance in all key areas of its activity;

- determines the principles which govern risk management across Alpha Holdings and the Group in terms of the identification, measurement, monitoring, control, and mitigation of risks;

- recommends to the Board of Directors for approval Alpha Holdings -wide and Group-wide high-level policies on the management of credit, market, liquidity, operational and other risks;

- 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 Alpha Holdings' IT infrastructure to record, report, aggregate and process risk-related information;

- reviews regularly, at least annually, Alpha Holdings' ICAAP and the ILAAP as well as the 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; and

- reviews the risk management and the NPE/NPL policy and procedures of Alpha Holdings and the Group.

The Chief Risk Officer reports to the Board of Directors through the Risk Management Committee.

The Risk Management Committee convenes at least once a month and may invite any Member of the management or executive of Alpha Holdings to attend its meetings. The Chief Risk Officer is a regular attendee of the Risk Management Committee meetings.

The Risk Management Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Risk Management Committee.

The Chair of the Risk Management Committee submits to the Board of Directors a formal report on the work of the Risk Management Committee during the year.

Remuneration Committee

The Remuneration Committee of the Board of Directors was established by a resolution of the Board of Directors on 23 November 1995. At the Board of Directors meeting held on 31 May 2012, the Committee's responsibilities were expanded to cover the Group Companies. It consists of a Committee Chair who is an Independent Non-Executive Member, two Independent Non-Executive Members and one Non-Executive Member. The Members of the current Remuneration Committee were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31 July 2020. The Chair of the Remuneration Committee was appointed by the Board of Directors at the meeting of 31 July 2020, following the recommendation of the Corporate Governance and Nominations Committee. The current Members of the Remuneration Committee are Richard R. Gildea (Chair), Dimitris C. Tsitsiragos, Jean L. Cheval and Johannes Herman Frederik G. Umbgrove.

The specific duties and responsibilities of the Remuneration Committee are set out in its Charter which is posted on Alpha Holdings' website.

The Charter of the Remuneration Committee is under revision, following the recent Hive Down.

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

The Remuneration Committee:

- ensures that Alpha Holdings has a remuneration philosophy and practice that is market-based, equitable and focused on sound performance evaluation-based criteria;
- formulates the Remuneration Policy for Alpha Holdings and the Group as well as for the Members of the Boards of Directors and makes recommendations to the Board of Directors for approval thereof;
- on an annual basis, reviews and reports findings on remuneration data from Alpha Holdings and the Group to the Board of Directors, with a view to monitoring the consistent application of the Remuneration Policy, assessing alignment with corporate goals and ensuring the alignment of remuneration practices with the risk profile;
- assesses the mechanisms and systems adopted to ensure that the remuneration system properly takes into account all types of risks, liquidity and capital levels and that the overall Remuneration Policy is consistent with and promotes sound and effective risk management and is in line with the business strategy, objectives, corporate culture, values and long-term interest of Alpha Holdings; and
- oversees the evaluation process for Senior Executives and Key Function Holders, ensuring that it is implemented adequately and in accordance with the provisions of Alpha Holdings' respective Policy.

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

The Remuneration Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Remuneration Committee.

The Chair of the Remuneration Committee submits to the Board of Directors a formal report on the work of the Remuneration Committee during the year.

In accordance with article 10 para 3 of the HFSF Law, and for as long as Alpha Holdings is subject to the provisions of the HFSF Law, the annual compensation for each Member of the Board of Directors cannot exceed the total remuneration of the Governor of the Bank of Greece.

The Ordinary General Meeting of 22.7.2021 approved the Remuneration Policy of the Members of the Board of Directors as per the provisions of law 4548/2018.

Corporate Governance and Nominations Committee

The Corporate Governance and Nominations Committee of the Board of Directors was established by a resolution of the Board of Directors on 27 June 2014. It consists of a Committee Chair who is an Independent Non-Executive Member, two Independent Non-Executive Members and two Non-Executive Members. The Members of our current Corporate Governance and Nominations Committee were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31 July 2020. The Chair of the Corporate Governance and Nominations Committee was appointed by the Board of Directors at the meeting of 31 July 2020, following the recommendation of the Corporate Governance and Nominations Committee. The current Members of the Corporate Governance and Nominations Committee are Shahzad A. Shahbaz (Chair), Efthimios O. Vidalis, Carolyn G. Dittmeier, Elanor R. Hardwick and Johannes Herman Frederik G. Umbgrove.

The specific duties and responsibilities of the Corporate Governance and Nominations Committee are set out in its Charter which is posted on Alpha Holdings' website.

The Charter of the Corporate Governance and Nominations Committee is under revision, following the recent Hive Down.

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

The Corporate Governance and Nominations Committee:

- ensures that the corporate governance principles of Alpha Holdings and the Group, as embedded in the Corporate Governance Code, as well as the implementation of these principles reflect the legislation in force, regulatory expectations and international corporate governance best practices;
- regularly reviews the Corporate Governance Code and makes appropriate recommendations to the Board of Directors on its update;
- facilitates the regular review of the Charters of 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 Corporate Governance Code as well as with corporate governance best practices;
- develops and regularly reviews the selection criteria and appointment process for the Members of the Board of Directors;
- identifies and recommends for the approval of the Board of Directors candidates to fill vacancies, evaluates the balance of knowledge, skills, diversity and experience of the Board of Directors and prepares a description of the roles and capabilities for a particular appointment and assesses the time commitment expected;
- assesses, at least annually, the structure, size, and composition of the Board of Directors, after considering relevant findings of the annual evaluation of the Board of Directors, in order to ensure that these are fit-for-purpose;
- initiates and oversees the conduct of the annual evaluation of the Board of Directors in accordance with our policy for the annual evaluation of the Board of Directors and submits the relevant findings and recommendations to the Board of Directors;
- oversees the design and implementation of the induction programme for the new Members of the Board of Directors as well as the ongoing knowledge and skills development for Members that support the effective discharge of their responsibilities;
- recommends to the Board of Directors for approval and regularly reviews the Suitability and Nomination Policy for the Members of the Board of Directors, the policy for the succession planning of Senior Executives and Key Function Holders and the policy for the evaluation of Senior Executives and Key Function Holders; and
- establishes the conditions required for effective succession and continuity in the Board of Directors.

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

The Corporate Governance and Nominations Committee keeps minutes of its meetings and regularly informs the Board of Directors of the work of the Corporate Governance and Nominations Committee.

The Chair of the Corporate Governance and Nominations Committee submits to the Board of Directors a formal report on the work of the Corporate Governance and Nominations Committee during the year.

HFSF Influence

The HFSF acquired its participation in Alpha Holdings by providing recapitalisation funds in the 2013 share capital increase. The HFSF, as at the date of this Offering Circular, holds 9 per cent. of Alpha Holdings' aggregate common share capital, but is only able to exercise voting rights subject to certain statutory restrictions.

The Board of Directors of Alpha Holdings, at its meeting on 26 April 2018, elected, in accordance with the HFSF Law, upon instruction of the HFSF, Mr. Johannes Herman Frederik G. Umbgrove, as non-executive Member of the Board of Directors, in replacement of Mr Spyridon-Stavros A. Mavrogalos-Fotis who resigned. As a representative of the HFSF on the Board of Directors, Mr. Johannes Herman Frederik G. Umbgrove has specific rights provided by the HFSF Law. For more information on the rights of the HFSF's representative provided by the HFSF Law see "*Regulation and Supervision of Banks in Greece – Provision of Capital Support by the HFSF*".

ALTERNATIVE PERFORMANCE MEASURES

APMs

Alternative Performance Measures	H1 2021	Q1 2021	FY 2020	9M 2020	H1 2020	Q1 2020	FY 2019	Q2 2021	Q1 2021
Core Pre-Provision Income	462.5	236.6	862.0	659.8	450.5	231.7	831.2	225.9	236.6
Cost of Risk	-2.7%	-4.0%	-3.3%	-2.5%	-2.9%	-3.1%	-2.5%	-1.3%	-4.0%
Fully-Loaded Common Equity Tier 1 ratio	10.6%	14.2%	14.8%	14.6%	14.6%	14.0%	14.9%	10.6%	14.2%
Loan to Deposit ratio	83.3%	90.3%	89.8%	95.6%	96.5%	94.9%	97.3%	83.3%	90.3%
Net Interest Margin	2.2%	2.3%	2.3%	2.3%	2.3%	2.3%	2.5%	2.1%	2.3%
Non Performing Exposures	11,363.8	21,322.4	20,901.3	21,045.1	21,193.8	21,358.8	21,827.2	11,363.8	21,322.4
Non Performing Exposures Collateral Coverage	51.5%	55.9%	56.3%	56.9%	56.9%	56.3%	55.6%	51.5%	55.9%
Non Performing Exposure Coverage	53.5%	49.3%	47.1%	44.8%	44.4%	44.1%	43.8%	53.5%	49.3%
Non Performing Exposure ratio	26.1%	42.8%	42.5%	42.8%	43.5%	43.5%	44.8%	26.1%	42.8%
Non Performing Exposure Total Coverage	105.0%	105.2%	103.4%	101.7%	101.3%	100.4%	99.4%	105.0%	105.2%
Non Performing Loans	7,279.1	15,348.8	14,626.4	14,720.9	14,703.9	14,735.4	14,656.7	7,279.1	15,348.8
Non Performing Loans Collateral Coverage	42.4%	51.4%	52.0%	52.8%	53.0%	52.9%	52.5%	42.4%	51.4%
Non Performing Loan Coverage	83.5%	68.4%	67.3%	64.1%	64.1%	63.9%	65.2%	83.5%	68.4%
Non Performing Loan ratio	16.7%	30.8%	29.8%	30.0%	30.2%	30.0%	30.1%	16.7%	30.8%
Non Performing Loan Total Coverage	126.0%	119.9%	119.3%	116.9%	117.1%	116.8%	117.7%	126.0%	119.9%

Alternative Performance Measures	H1 2021	Q1 2021	FY 2020	9M 2020	H1 2020	Q1 2020	FY 2019	Q2 2021	Q1 2021
Normalised Net Profit after (income) tax	213	108	-	-	66	-	-	104	108
Pre-Provision Income	-1,747.0	137.47	1,433.58	896.48	648.95	304.83	1,146.64	-1,884.45	137.47
Adjusted Cost to Income ratio, with Cost excluding management adjustments on operating expenses and Income excluding Trading income	52.9%	52.2%	54.7%	53.7%	52.6%	51.8%	56.5%	53.6%	52.2%
Tangible Book Value or Tangible Equity	5,516.3	7,394.4	7,687.3	7,833.9	7,835.4	7,713.6	7,939.2	5,516.3	7,394.4
Tangible Book Value per share	3.6	4.8	5.0	5.1	5.1	5.0	5.1	3.6	4.8
Cost/Assets	1.5%	1.5%	1.5%	1.5%	1.5%	1.5%	1.7%	1.5%	1.5%
Return on Equity	-77.7%	-14.2%	1.3%	2.1%	2.1%	-0.6%	1.3%	-136.6%	-14.2%
PPI/Average Assets	-5.0%	0.8%	2.1%	1.8%	2.0%	1.9%	1.8%	-10.6%	0.8%
Leverage Ratio	8%	11.2%	12.5%	12.4%	11.6%	11.7%	13.2%	8%	11.2%
RWA Density	54.5%	62.2%	64.8%	67.2%	67.5%	71.5%	74.8%	54.5%	62.2%
Securities	10,375.8	10,012.3	10,081.1	10,472.5	9,907.2	9,058.4	8,702.5	10,375.8	10,012.3
Other income	21.5	11.1	24.4	19.5	12.5	9.9	24.3	10.4	11.1
Core deposits	33,869.5	31,321.5	30,141.1	27,288.5	25,844.8	24,826.4	23,362.0	33,869.5	31,321.5

APM Definitions

Terms	Definitions	Relevance of
Accumulated Provisions and FV adjustments	The item corresponds to (i) "the total amount of provision for credit risk that the Group has recognised and derive from contracts with customers", as disclosed in the Consolidated Financial Statements of the reported period and (ii) the Fair Value Adjustments (29). For 31 December 2017, the item corresponds to the total amount of provision for credit risk that the Group has recognised and derive from contracts with customers, as disclosed in the Consolidated Financial Statements of 31 December 2017.	Standard b termino
Impairment losses on loans	The figure equals "Impairment losses and provisions to cover credit risk on loans and advances to customers" as derived from the Consolidated Financial Statements of the reported period	Standard b termino
"Income from financial operations" or "Trading Income"	The figure is calculated as "Gains less losses on derecognition of financial assets measured at amortised cost" plus "Gains less losses on financial transactions" as derived from the Consolidated Income Statement of the reported period.	Standard b termino
Core Operating Income	Operating Income (4) less Income from financial operations (3) less management adjustments on operating income (26) for the corresponding period.	Profitabilit
Core Pre-Provision Income	Core Operating Income (5) for the period less Recurring Operating Expenses (7) for the period.	Profitabilit
Cost of Risk	Impairment losses on loans (10) for the period divided by the average Net Loans (27) of the relevant period. Average balances is defined as the arithmetic average of balance at the end of the period and at the end of the previous period.	Asset qualit
Deposits	The figure equals "Due to customers" as derived from the Consolidated Balance Sheet of the reported period.	Standard b termino
Fair Value adjustments	The item corresponds to the accumulated Fair Value adjustments for non-performing exposures measured at Fair Value Through P&L (FVTPL).	Standard b termino

Terms	Definitions	Relevance of
Fully-Loaded Common Equity Tier 1 ratio	Common Equity Tier 1 regulatory capital as defined by Regulation No 575/2013 (Full implementation of Basel 3) (12), divided by total Risk Weighted Assets (13)	Regulatory capital st
Gross Loans	The item corresponds to "Loans and advances to customers", as reported in the Consolidated Balance Sheet of the reported period, gross of the "Accumulated Provisions and FV adjustments" (1), excluding the accumulated provision for impairment losses on off balance sheet items, as disclosed in the Consolidated Financial Statements of the reported period. For 31 December 2017 the item corresponds to "Loans and advances to customers", as reported in the Consolidated Balance Sheet of the reported period, gross of the "Accumulated Provisions", excluding the accumulated provision for impairment losses on off balance sheet items, as disclosed in the Consolidated Financial Statements of 31 December 2017.	Standard b termino
Loan to Deposit ratio	Net Loans (9) divided by Deposits (8) at the end of the reported period.	Liquidity
Net Interest Margin	Net Interest Income for the period (annualised) (14) and divided by the average Total Assets of the relevant period (28). Average balances is defined as the arithmetic average of balance at the end of the period and at the end of the previous period.	Profitabilit
Net Loans	The figure equals "Loans and advances to customers" as derived from the Consolidated Balance Sheet of the reported period.	Standard b termino
Non Performing Exposures Collateral Coverage	Value of the NPE collateral (17) divided by NPEs (16) at the end of the reference period.	Asset qualit
Non Performing Exposure Coverage	Accumulated Provisions and FV adjustments (1) divided by NPEs (16) at the end of the reference period.	Asset qualit
Non Performing Exposure ratio	NPEs (16) divided by Gross Loans (2) at the end of the reference period.	Asset qualit
Non Performing Exposure Total Coverage	Accumulated Provisions and FV adjustments (1) plus the value of the NPE collateral (17) divided by NPEs (16) at the end of the reported period	Asset qualit
Non Performing Exposures	Non-performing exposures are defined according to "EBA ITS on forbearance and Non Performing Exposures" as exposures that satisfy either or both of the	Asset qualit

Terms	Definitions	Relevance of
	following criteria: a) material exposures which are more than 90 days past-due b) The debtor is assessed as unlikely to pay its credit obligations in full without realisation of collateral, regardless of the existence of any past-due amount or of the number of days past due.	
Non Performing Loan Collateral Coverage	Value of collateral received for Non Performing Loans (19) divided by NPLs (18) at the end of the reference period.	Asset qualit
Non Performing Loan Coverage	Accumulated Provisions and FV adjustments (1) divided by NPLs (18) at the end of the reference period.	Asset qualit
Non Performing Loan ratio	NPLs (18) divided by Gross Loans (2) at the end of the reference period.	Asset qualit
Non Performing Loan Total Coverage	Accumulated Provisions and FV adjustments (1) plus the value of the NPL collateral (19) divided by NPLs (18) at the end of the reference period	Asset qualit
Non Performing Loans	Non Performing Loans are Gross loans (2) that are more than 90 days past-due.	Asset qualit
Normalised Net Profit after (Income) Tax	The metrics normalised net profit after (income) tax, excluding gains/losses that have been designated as non-recurring, gains/losses recognised either in the context of planned transactions or the transformation plan of the Group. Gains/losses that have been designated as non-recurring, gains/losses recognised either in the context of planned transactions or the transformation plan of the Group are analysed below for the period H1 2020: • gains less losses on financial transactions and gains less losses on derecognition of financial assets measured at amortised cost of amount Euro 218 million that mainly relate to gains from sales of bonds and interest-bearing Greek government and other bonds. • expenses before impairment losses and provisions to cover credit risk of amount Euro 19 million, included in the captions of operating expenses that have been designated as non-recurring. • Impairment losses and provisions to cover credit risk of amount Euro 234 million which relates to the impact of the global economic crisis caused by the COVID-19 pandemic. • Income tax on the above mentioned results of amount Euro 5 million	Profitabilit

Terms	Definitions	Relevance of
	(income) as well as amount Euro 54 million (income) that concerns a reversal of deferred tax liability, which has been calculated on investments classified as “held for sale”, as a result of change in tax regime by the article 20 of the Law 4646/2019, according to which the gains from the sale of the aforementioned investments is exempt from taxation, while the losses are deductible up to the amount that have been recognised as of 31 December 2019. H1 2021 • Normalised Net Profit After Tax in H1 2021, adjusted for losses related to Project Galaxy of Euro 2.1 billion and excluding gains on financial transactions of Euro 91 million, non-recurring expenses of Euro 173 million, transactions related impairment losses of Euro 351 million and tax of Euro 21 million Project Galaxy of Euro 2.1 billion and excluding gains on financial transactions of Euro 91 million, non-recurring expenses of Euro 173 million, transactions related impairment losses of Euro 351 million and tax of Euro 21 million.	
Operating Income	The figure is calculated as "Total Income" plus "Share of profit/(loss) of associates and joint ventures" as derived from the Consolidated Income Statement of the reported period, taking into account the impact from any potential restatement.	Standard b termino
Other impairment losses	The figure equals "Impairment losses on other financial instruments" as derived for the Consolidated Financial Statements of the reported period.	Standard b termino
Pre-Provision Income	Operating Income (4) for the period less Total Operating Expenses (6) for the period.	Profitabilit
Adjusted Cost to Income ratio, with Cost excluding management adjustments on operating expenses and Income excluding Trading income	Recurring Operating Expenses (7) for the period divided by Core Operating Income (5) for the period.	Efficiency
Recurring Operating Expenses	Total Operating Expenses (6) less management adjustments on operating expenses (25). Management adjustments on operating expenses include events that do not occur with a certain frequency, and events that are directly affected by the current	Efficiency

Terms	Definitions	Relevance of
	market conditions and/or present significant variation between the reporting periods, and are quoted in the appendix of the Annual Report and Semi-Annual Financial Report.	
Tangible Book Value or Tangible Equity	The figures is calculated as the "Total Equity" (20) less "Goodwill and other intangible assets" (21), "Non-controlling interests" (22) and "hybrid securities" (23).	Standard b termino
Tangible Book Value per share	Tangible Book Value per share is the "Tangible Book Value" divided by the outstanding number of shares (24).	Valuation
Total Assets	The figure equals "Total Assets" as derived from the Consolidated Balance Sheet of the reported period.	Standard b termino
Total Operating Expenses	The figure equals "Total expenses before impairment losses and provisions to cover credit risk" as derived from the Consolidated Income Statement of the reported period taking into account the impact from any potential restatement.	Standard b termino
Cost/Assets	Recurring Operating Expenses (7) for the period (annualised) divided by Total Assets (15).	Efficiency
Return on Equity	"Profit / (Loss) after income tax" for the period (annualised), as disclosed in Condensed Income Statement divided by Average "Equity attributable to equity owners of the Bank" as disclosed in the Consolidated Balance sheet at the reported date. Average balances is defined as the arithmetic average of balance at the end of the period and at the end of the previous period.	Profitabilit
Return on Tangible Book Value	"Profit / (Loss) after income tax" for the period (annualised), as disclosed in Condensed Income Statement divided by Average Tangible Book Value. Average balances is defined as the arithmetic average of balance at the end of the period and at the end of the previous period.	Profitabilit
PPI/Average Assets	Pre-Provision Income for the period (annualised) divided by Average Total Assets (28) of the relevant period. Average balances is defined as the arithmetic average of balance at the end of the period and at the end of the previous period.	Profitabilit
Leverage Ratio	This metric is calculated as Tier 1 divided by Total Assets.	Standard b

Terms	Definitions	Relevance of
		termino
RWA Density	This metric is calculated as Risk Weighted Assets (Phase in) divided by Total Assets (15) of the relevant period.	Standard b termino
Securities	This item corresponds to the sum of "Investment securities" and "Trading securities", as defined in the consolidated Balance Sheet of the reported period.	Standard b termino
Other income	This item is defined as the Operating Income less Trading income, less Net Interest Income and less Net Fee and Commission income, as defined in the consolidated Income Statement of the reported period.	Standard b termino
Property, plant and equipment	This item corresponds to "Property, plant and equipment", as disclosed in the Consolidated Balance Sheet of the reported period.	Standard ter
Core deposits	This item corresponds to the sum of "Current accounts", "Savings accounts" and "Cheques payable".	Standard b termino

Components of APMs

	Components of APMs	H1 2021	Q1 2021	FY 2020	9M 2020	H1 2020	Q1 2020	FY 2019	Q2 2021	Q1 2021	Q4 2020
1	Accumulated Provisions and FV adjustments	6,081.2	10,506.0	9,841.0	9,437.2	9,419.0	9,422.2	9,558.0	6,081.2	10,506.0	9,841
2	Gross Loans	43,532.6	49,785.3	49,129.5	49,148.4	48,755.6	49,095.2	48,730.8	43,532.6	49,785.3	49,129
3	"Income from financial operations" or "Trading Income"	-2,036.4	60.9	690.0	260.2	217.7	83.5	409.6	-2,097.3	60.9	429
4	Operating Income	-1,054.6	555.9	2,591.4	1,684.8	1,168.7	563.8	2,321.3	-1,610.5	555.9	906
5	Core Operating Income	981.8	495.0	1,901.4	1,424.6	951.0	480.3	1,911.7	486.9	495.0	476
6	Total Operating Expenses	692.4	418.4	1,157.8	788.4	519.8	259.0	1,174.7	274.0	418.4	369
7	Recurring Operating Expenses	519.3	258.4	1,039.5	764.8	500.5	248.6	1,080.5	260.9	258.4	274
8	Deposits	45,031.8	43,611.7	43,830.9	41,657.3	40,868.4	41,893.7	40,364.3	45,031.8	43,611.7	43,830
9	Net Loans	37,499.8	39,376.4	39,380.0	39,807.8	39,428.0	39,767.4	39,266.3	37,499.8	39,376.4	39,380
10	Impairment losses on loans	-515.1	-390.6	-1,306.1	-736.6	-568.1	-307.4	-994.8	-124.6	-390.6	-569
11	Other impairment losses	-15.2	-5.6	-13.4	-14.7	-12.7	-9.0	4.4	-9.6	-5.6	1
12	FL CET1	3,962.1	6,170.9	6,554.5	6,563.6	6,591.6	6,567.2	6,943.2	3,962.1	6,170.9	6,554
13	FL RWAs	37,312.4	43,499.4	44,254.0	44,866.3	45,097.5	46,875.5	46,600.5	37,312.4	43,499.4	44,254
14	Net Interest Income	770.6	399.6	1,541.6	1,153.6	771.9	381.2	1,547.3	371.0	399.6	388
15	Total Assets	70,468.3	71,168.3	70,056.7	68,563.6	68,620.0	66,630.3	63,457.6	70,468.3	71,168.3	70,056
16	NPEs	11,363.8	21,322.4	20,901.3	21,045.1	21,193.8	21,358.8	21,827.2	11,363.8	21,322.4	20,901
17	NPE Collateral	5,849.0	11,917.7	11,771.8	11,971.3	12,053.7	12,028.3	12,139.1	5,849.0	11,917.7	11,771
18	NPLs	7,279.1	15,348.8	14,626.4	14,720.9	14,703.9	14,735.4	14,656.7	7,279.1	15,348.8	14,626
19	NPL Collateral	3,087.8	7,891.1	7,601.2	7,772.0	7,798.8	7,789.7	7,695.5	3,087.8	7,891.1	7,601
20	Total Equity	6,030.9	7,988.7	8,333.2	8,458.6	8,400.7	8,279.8	8,475.6	6,030.9	7,988.7	8,333

	Components of APMs	H1 2021	Q1 2021	FY 2020	9M 2020	H1 2020	Q1 2020	FY 2019	Q2 2021	Q1 2021	Q4 2020
21	Goodwill and other intangible assets	470.7	550.3	601.8	580.6	521.4	522.3	492.3	470.7	550.3	601
22	Non-controlling interests	29.4	29.5	29.4	29.3	29.0	29.0	29.0	29.4	29.5	29
23	Hybrid securities	14.5	14.5	14.7	14.8	14.9	14.9	15.1	14.5	14.5	14
24	Outstanding number of shares	1,546.0	1,546.0	1,543.7	1,543.7	1,543.7	1,543.7	1,543.7	1,546.0	1,546.0	1,543
25	Management adjustments in Operating expenses	173.1	160.1	118.3	23.5	19.3	10.4	94.2	13.0	160.1	94
26	Management adjustments in Operating income	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0
27	Average Net Loans	38,439.9	39,378.2	39,323.1	39,537.0	39,347.1	39,516.8	39,747.3	38,438.1	39,378.2	39,593
28	Average Total Assets	70,262.5	70,612.5	66,757.2	66,010.6	66,038.8	65,044.0	62,232.2	70,818.3	70,612.5	69,310
29	Fair Value adjustments	115.7	114.5	90.6	90.8	80.8	92.4	90.5	115.7	114.5	90
30	Profit / (Loss) after income tax	-2,326.6	-282.1	103.9	133.6	89.2	-12.5	105.4	-2,044.5	-282.1	-29
31	"Equity attributable to equity owners of the Bank" or "Shareholders' Equity"	5,987.0	7,944.7	8,289.1	8,414.5	8,356.8	8,235.9	8,431.6	5,987.0	7,944.7	8,289

OVERVIEW OF THE BANKING SERVICES SECTOR IN GREECE

In the first half of 2021, the Greek economy showed signs of recovery, although it continued to be affected by the COVID-19 pandemic. The third wave of the pandemic, in the early months of the year, forced the authorities to take strict containment measures in order to limit the spread of the coronavirus. As a result, the economic activity, after the significant contraction recorded in 2020 (-8.2 per cent.), declined again in the first quarter of 2021 (-2.3 per cent. on an annual basis), although less significantly than anticipated. However, GDP rebounded strongly in the second quarter of the year (+16.2 per cent. on an annual basis) due to the gradual reopening of the economy.

In the first half of 2021, Greek GDP increased by 6.3 per cent. compared to the corresponding period of 2020. Private and public consumption, gross fixed capital formation and inventories contributed positively to GDP, whereas net exports of goods and services contributed negatively. The fiscal measures taken by the Greek government to support businesses and workers, some of which remain in force, as well as the unprecedented interventions of the European institutions (consisting of fiscal, monetary, supervisory and structural policies) have reduced the adverse effects on the Greek economy.

In the first quarter of 2021, the Greek banks posted a loss after taxes (€58 million), compared to a profit after taxes in the first quarter of 2020 (€92 million), as the improvement in their organic profitability was not enough to cover the increase in operating expenses (mainly non-recurring) and the additional impairments related to scheduled securitisations (Source: *Bank of Greece, Monetary Policy Report, June 2021*). In terms of capital adequacy for Greek banks, the Common Equity Tier 1 ("**CET1**") ratio and the Capital Adequacy Ratio on a consolidated basis remained at satisfactory levels (13.6 per cent. and 15.6 per cent., respectively) at 31 March 2021, although slightly retreated compared to 2020 (Source: *Bank of Greece, Monetary Policy Report, June 2021*). With a fully phased-in impact from International Financial Reporting Standard 9 (IFRS 9), the CET1 and the Capital Adequacy Ratio came to 11.8 per cent. and 13.8 per cent., respectively (Source: *Bank of Greece, Monetary Policy Report, June 2021*).

Liquidity conditions have continued to improve in the Greek banking system, as private sector deposits amounted to €171.1 billion in July 2021, increasing by €28.7 billion (cumulative net cash flows) compared to December 2019, of which household deposits were €130.7 billion and business deposits were €40.4 billion (Source: *Bank of Greece, Bank Credit and Deposits: July 2021*). Total deposits in the banking system (private sector and general government deposits) amounted to €180.6 billion in July 2021, representing an annual increase of 11 per cent. (Source: *Bank of Greece, Bank Credit and Deposits: July 2021*). The main driver leading to the increase of deposits in the banking system was a higher precautionary saving, a postponement of consumer and other spending, direct state aid credited into corporate accounts in order to support liquidity, and the use of moratoria on loan and tax obligations.

The outstanding amount of credit to the domestic private sector amounted to €122.5 billion at the end of July 2021, with the annual rate of change decreasing to 1.2 per cent. compared to an increase by 2.3 per cent. in the previous month (Source: *Bank of Greece, Bank Credit and Deposits: July 2021*). More specifically, credit to non-financial corporations showed signs of slowing down. The annual rate change of credit to non-financial corporations was in negative territory standing at 4.1 per cent. in July 2021 compared to an increase by 6.2 per cent. in June 2021 (Source: *Bank of Greece, Bank Credit and Deposits: June 2021*). This put an end to a continued strengthening (albeit at a slower pace since February 2021) of credit expansion to non-financial corporations, reflecting a decreasing demand for loans due to the reopening of the economy after the lifting of the COVID-19 restrictions. In parallel, Greek banks continued to draw significant resources from the Eurosystem, while they were also facilitated by the supervisory measures of the SSM. Funding from the Eurosystem increased sharply from €7.6 billion in February 2020 to €47 billion in July 2021 (Source: B*ank of Greece Monthly Balance Sheet: July 2021, Table*). The banks continued lending to the real economy with the support mainly of the Hellenic Development Bank programmes.

Following the decline in the outstanding amount of NPLs in 2020, there was a further decrease in the first half of 2021. Total NPL stock (solo basis) for the domestic banking system at the end of June 2021 amounted to

€29.4 billion, compared to €47.3 billion at the end of March 2021, declining by €77.8 billion from their March 2016 peak (Source: *Bank of Greece, NPLs Time Series, June 2021*). As a result, the NPL ratio decreased to 20.3 per cent. in June 2021 (Source: *Bank of Greece, NPLs Time Series, June 2021*). The ratios for mortgages (19.3 per cent.) and the business loans portfolio (19.5 per cent.) performed better, compared to the respective ratio for the consumer loans portfolio (32.8 per cent.) (Source: *Bank of Greece, NPLs Time Series, June 2021*).

Today 37 banks operate in Greece, of which nine are commercial banks, six are cooperative banks and 22 are branches of foreign banks (Source: *Bank of Greece, List of credit institutions operating in Greece, July 2021*).

REGULATION AND SUPERVISION OF BANKS IN GREECE

The Group is subject to various financial services laws, regulations, administrative actions and policies in each jurisdiction where its members operate, including but not limited to Greek Law 4261/2014 (the "**Banking Law**") and the CRR, as in force and amended. In addition, through the trading of the Bank's ordinary shares on ATHEX, the Bank is also subject to applicable capital markets laws in Greece.

Within the Single Supervisory Mechanism ("**SSM**"), the Bank, as a "Significant Institution" ("**SI**"), is subject to the direct supervision of the ECB, assisted by the Bank of Greece as National Competent Authority ("**NCA**"), in accordance with Regulation (EU) 1024/2013 (the "**SSM Regulation**"), Regulation (EU) 468/2014 (the "**SSM Framework Regulation**") and all other relevant legal acts and decisions of the ECB and the Bank of Greece. The Bank of Greece conducts the direct supervision of less significant institutions ("**LSIs**"), subject to the oversight of the ECB. Under certain conditions, the ECB can also take over the direct supervision of LSIs.

The ECB is the central bank of the 19 EU Member States which have adopted the euro and its main task is to maintain price stability in the euro area and so preserve the purchasing power of the single currency. In addition, the ECB is responsible for the prudential supervision of credit institutions located in the euro area and participating non-euro area Member States within the SSM, which also comprises the NCAs.

The ECB has direct supervisory responsibility over SIs in the euro area and participating non-euro area Member States. SIs include, among others, any Eurozone bank that meets at least one of the following criteria (set out in Article 6(4) of the SSM Regulation): (i) the total value of the bank's assets exceeds €30 billion; or (ii) the ratio of the bank's total assets over the GDP of the participating Member State of establishment exceeds 20 per cent., unless the total value of its assets is below €5 billion; or (iii) the bank has requested or received direct public financial assistance from the EFSF or the ESM; or (iv) the bank is one of the three most significant credit institutions in its home country; or (v) the bank is of significant relevance with regard to the domestic economy and the ECB, upon notification by the relevant NCA and following a comprehensive assessment, including a balance-sheet assessment, takes a decision confirming that such bank is an SI.

If an SI fails to meet the criteria for three consecutive years, it can be reclassified as an LSI. Direct supervisory responsibility for that institution then returns to the relevant NCA. If an LSI subsequently meets any of the criteria described above, it is reclassified as an SI. The NCA then hands over responsibility for direct supervision to the ECB.

The direct supervision of the ECB over SIs includes the power to:

- authorise and withdraw authorisations of SIs;
- for SIs that wish to establish a branch or provide cross-border services in a country outside the Eurozone, carry out the tasks which the NCA of the home Member State shall have under the relevant EU law;
- assess the acquisition and disposal of qualifying holdings in SIs;
- ensure compliance of SIs with all prudential requirements on credit institutions and set, where necessary, higher prudential requirements for credit institutions, for example for macro-prudential reasons to protect financial stability under the conditions provided by EU law;
- ensure compliance of SIs with requirements on internal governance arrangements, including the fit and proper assessment of the persons responsible for the management of credit institutions and key functions holders, risk management processes, internal control mechanisms, remuneration policies and practices and effective internal capital adequacy assessment processes;
- carry out supervisory reviews, including where appropriate in coordination with the EBA, stress tests and, on the basis of that supervisory review, impose on SIs specific additional own funds requirements,

specific publication requirements, specific liquidity requirements and other measures, where specifically made available to NCAs by relevant EU law;

- carry out supervision on a consolidated basis over SIs' parent entities established within the Eurozone and to participate in supervision on a consolidated basis;
- impose a wide range of supervisory measures, depending on the credit institution's risk profile assessment;
- approve acquisitions by SIs of holdings in a non-credit institution or a credit institution outside the EU;
- approve mergers / de-mergers involving SIs;
- approve asset transfers / divestments involving SIs;
- approve SIs' statutes;
- approve / object to the appointment of external auditors (to the extent such powers are linked to ensuring compliance with prudential requirements) of SIs;
- impose pecuniary sanctions; and
- approve strategic decisions of SIs.

As regards the monitoring of credit institutions, the national supervisory authorities will continue to be responsible for supervisory matters not conferred on the ECB, such as: (i) macroprudential supervisory tasks; (ii) the approval of mergers from a competition law perspective; (iii) the "supervision" of external auditors; (iv) the imposition or enforcement of conditions attached by regulation to banking activities, such as product rules; (v) the imposition of penalties to absorb the economic advantage gained from the breach of prudential requirements (which primarily serve competition law purposes); (vi) consumer protection; (vii) anti-money laundering; (viii) payment services; and (ix) authorisation and supervision of branches of third country credit institutions.

Alpha Holdings, the parent of the Bank, is parent financial holding company within the meaning of Article 3(1)(26) of the Banking Law. Following the transposition of CRD V in Greek Law, Alpha Holdings filed (in accordance with Article 22A of the Banking Law and the Executive Committee Act No. 190/1/16.06.2021 of the Bank of Greece) on 26 July 2021 an application for approval by the ECB and the Bank of Greece, in order to act as the financial holding company of the Bank. Such approval will be granted only where all of the following conditions provided in Article 22A(4) of the Banking Law are fulfilled:

- the internal arrangements and distribution of tasks within the group are adequate for the purpose of complying with the requirements that are imposed by the Banking Law (as amended to transpose CRD V) and the CRR on a consolidated basis and, in particular, are effective to: (i) coordinate all the subsidiaries of the financial holding company including, where necessary, through an adequate distribution of tasks among subsidiary institutions; (ii) prevent or manage intra-group conflicts; and (iii) enforce the group-wide policies set by the parent financial holding company throughout the group;
- the structural organisation of the group of which the financial holding company is part does not obstruct or otherwise prevent the effective supervision of the subsidiary institutions as concerns the individual, consolidated and, where appropriate, sub-consolidated obligations to which they are subject. The assessment of that criterion shall take into account, in particular: (i) the position of the financial holding company in a multi-layered group; (ii) the shareholding structure; and (iii) the role of the financial holding company within the group;
- the criteria set out in Article 14 and the requirements laid down in Article 114 of the Banking Law are complied with.

The approval process may take up to six months from receipt of the relevant application.

Where the ECB and the Bank of Greece have established that the conditions set out above are not met or have ceased to be met, Alpha Holdings shall be subject to appropriate supervisory measures to ensure or restore, as the case may be, continuity and integrity of consolidated supervision and ensuring compliance with the requirements laid down in the Banking Law and in the CRR on a consolidated basis. In accordance with Article 22(9) of the Banking Law, these supervisory measures may include:

- suspending the exercise of voting rights attached to the shares of the subsidiary institutions held by the Alpha Holdings;
- issuing injunctions or penalties against Alpha Holdings or the members of the management body and managers;
- giving instructions or directions to Alpha Holdings to transfer to its shareholders the participations in its subsidiary institutions;
- designating on a temporary basis another financial holding company, mixed financial holding company or institution within the group as responsible for ensuring compliance with the requirements laid down in the Banking Law and in CRR on a consolidated basis;
- restricting or prohibiting distributions or interest payments to shareholders;
- requiring Alpha Holdings to divest from or reduce holdings in institutions or other financial sector entities; and

requiring Alpha Holdings to submit a plan on return, without delay, to compliance.

The Regulatory Framework – Prudential Supervision

Credit institutions operating in Greece are required, among other things, to:

- calculate, observe and report liquidity and capital adequacy ratios prescribed by the applicable provisions of the Banking Law, the CRR and the relevant Bank of Greece Governor's Acts, to the extent that such acts are not contrary to the provisions of CRD/CRR, and until replaced by new regulatory acts issued under the Banking Law;
- maintain efficient internal audit, compliance and risk management systems and procedures, in accordance with the Bank of Greece Governor's Act No. 2577/2006, as amended and supplemented by subsequent decisions of the Governor of the Bank of Greece, the Executive Committee of the Bank of Greece and the Banking and Credit Committee of the Bank of Greece;
- apply specific internal governance and organisation requirements, both before entering into an outsourcing arrangement and during the term of the arrangement, maintain a register of information on all outsourcing agreements and make available to the Bank of Greece, upon request, this register, as well as any other information necessary for the exercise of effective supervision in accordance with Executive Committee Act No. 178/5/2.10.2020 of the Bank of Greece adopting the EBA guidelines on outsourcing arrangements (EBA/GL/2019/02);
- comply with the requirements of information technology and security risk management, in accordance with Executive Committee Act No. 190/2/16.6.2021 of the Bank of Greece adopting the EBA Guidelines on ICT and security risk management (EBA/GL/2019/04);
- submit to the Bank of Greece periodic reports and statements required under the Bank of Greece Governor's Act No. 2651/2012, as amended and in force;

- disclose data regarding the bank's financial position and its risk management policy;
- provide the Bank of Greece and, where relevant, the ECB with such further information as they may require;
- in connection with certain operations or activities, notify or request the prior approval of the ECB acting in co-operation with the Bank of Greece or the Bank of Greece, as the case may be, in each case in accordance with the applicable laws of Greece and the relevant acts, decisions and circulars of the Bank of Greece (each as in force from time to time); and
- permit the Bank of Greece and, where relevant, the ECB to conduct audits and inspect books and records of the bank, in accordance with the Banking Law and certain Bank of Greece Governor's Acts.

If a credit institution breaches any law or regulation falling within the scope of the supervisory power attributed to the ECB or, as the case may be, the Bank of Greece, the ECB or the Bank of Greece, respectively, is empowered, among other things, to:

- require the credit institution to strengthen their arrangements, processes and strategies;
- require the credit institution to take appropriate measures (which may include prohibitions or restrictions on dividends, requiring a share capital increase or requiring prior approval for future transactions) to remedy the breach;
- (in the case of the Bank of Greece only) impose sanctions in accordance with (i) Article 55A of the Articles of Association of the Bank of Greece, as ratified by Laws 2832/2000 and 4099/2012, and amended by Act of the Governor of the Bank of Greece No. 2602/2008; (ii) the provisions of the Banking Law; and (iii) Article 134(1) of the SSM Framework Regulation at the request of the ECB;
- (in the case of the ECB only) impose administrative penalties in accordance with Article 18 of the SSM Regulation and Articles 120 et seq of the SSM Framework Regulation;
- appoint a commissioner; and
- where the breach cannot be remedied, and as a last resort, revoke the licence of the credit institution and place it in a state of special liquidation in the circumstances set out in Article 19 of the Banking Law, which include, among other things: (i) (A) the breach of the prudential requirements set out in Articles 92-403 and 411-428 of the CRR, (B) the breach of the supervisory powers of Article 96(1)(a) of the Banking Law, (C) the breach of the special liquidity requirements set out in Article 98 of the Banking Law or (D) the fact that it can no longer be relied on to fulfil its obligations towards its creditors, and, in particular, no longer provides security for the assets entrusted to it by its depositors; (ii) the breaches listed in Article 59(1) of the Banking Law; or (iii) its inability or unwillingness to increase its own funds.

Credit institutions established in Greece are subject to a range of reporting requirements under the European framework applying to reporting requirements (e.g. CRR; CRD Directive, as transposed in Greece by the Banking Law; Commission Implementing Regulations (EU) 2019/876 (CRR II) (EU) 680/2014 and 2016/2070; ECB Regulations 2015/534, 2017/1538 and 2020/605, as in force), and the national framework (e.g. Law 2799/2021, Acts of the Governor of the Bank of Greece Nos. 2651/20.1.2012, 2670/7.3.2014, 2679/20.6.2017, 2684/18.5.2020, 2685/22.10.2020, Executive Committee Acts No. 112/31.1.2017, 157/5/02.04.2019, 175/2/29.7.2020 of the Bank of Greece, as in force) including, *inter alia*, the submission of reports relating to:

- capital structure, qualifying holdings, persons who have a special affiliation with the institution and loans or other types of credit exposures that have been provided to these persons by the institution;
- own funds and capital adequacy ratios;

- capital requirements for all kinds of risks;
- large exposures and concentration risk;
- liquidity coverage ratio;
- net stable funds ratio;
- additional liquidity monitoring metrics;
- liquidity risk;
- leverage ratio;
- interbank market details;
- financial statements and other financial information;
- covered bonds;
- internal control systems;
- securitisation exposures;
- funding plans;
- supervisory benchmarking exercises;
- non-performing exposures;
- complaints' handling;
- prevention and suppression of money laundering and terrorist financing; and
- information technology systems.

The Bank submits regulatory reports both at an individual and Group level to the Bank of Greece and/or the ECB on a daily, monthly, quarterly, semi-annual or annual basis, as applicable.

Transposition of Directive 2001/24/EC of the European Parliament and of the Council of 4 April 2001 on the Reorganisation and Winding-Up of Credit Institutions

Greece has faithfully transposed Directive 2001/24/EC by virtue of Greek law 3458/2006 on the winding-up and reorganisation of credit institutions. Greek law 3458/2006, as amended and in force, is in line with the provisions of Directive 2001/24/EC and introduces a series of conflicts of laws rules on the laws applicable to the winding-up and reorganisation of a credit institution, including among others:

Law Governing Reorganisation Measures

Article 4 sets the rule by providing that any reorganisation process shall be applied in accordance with the laws, regulations and procedures applicable in the Home Member State of the credit institution, subjected to such process. The process would be carried out in accordance with the provisions of the Banking Law.

Law Governing Winding-Up Process

Article 11 introduces a conflict of laws rule on the winding-up process for credit institutions, pursuant to which any credit institution shall be wound up in accordance with the laws, regulations and procedures applicable in Greece insofar as Greek law 3458/2006 does not provide otherwise.

The regulatory framework has been affected by the recapitalisation framework and the creation of the HFSF.

Capital Adequacy Framework

In December 2010, the Basel Committee on Banking Supervision issued two prudential regulation framework documents which contained the Basel III capital and liquidity reform package. The Basel III framework has been implemented in the EU through CRD IV/V and CRR, which have been transposed into Greek law where applicable. In June 2020, the EU Council approved Regulation (EU) 2020/873 ("**CRR Quick Fix**") amending the CRR and Regulation (EU) 2019/876 to mitigate the economic effects of the COVID-19 pandemic.

Full implementation of the Basel III framework began on 1 January 2014, with particular elements phased in over the period to 2019, although some minor transitional provisions provide for a phase-in extended until 2024.

The major points of the capital adequacy framework include:

Quality and Quantity of Capital

The definition of regulatory capital and its components has been revised at each level. A minimum CET1 capital ratio of 4.5 per cent., a minimum Tier 1 capital ratio of 6 per cent. and a minimum total capital ratio of 8 per cent. have been imposed, and there is a requirement for Additional Tier 1 ("**AT1**") capital instruments to have a mechanism that requires them to be written down or converted on the occurrence of a trigger event.

Capital adequacy is monitored on the basis of a) the consolidated situation of Alpha Holdings and b) the solo situation of the Bank and is submitted quarterly to the ECB.

The main objectives of the Group related to its capital adequacy management are the following:

- comply with the capital requirements regulation according to the supervisory framework.
- preserve the Group's ability to continue unhindered its operations.
- retain a sound and stable capital base supportive of the Bank's management business plans.
- maintain and enhance existing infrastructures, policies, procedures and methodologies for the adequate coverage of supervisory needs, in Greece and abroad.
- the Group applies the following methodologies for the calculation of Pillar I capital requirements:
- the standardised approach for calculating credit risk;
- the standardised method (SA-CCR) for calculating counterparty credit risk;
- a VaR model developed at a solo level for significant exposures and approved by the Bank of Greece. Additionally, the Bank uses a standardised approach to calculate market risk for the remaining, non-significant exposures;
- the standardised approach for calculating credit valuation adjustment risk; and
- the standardised approach for calculating operational risk.

Capital Buffer Requirements

In addition to the minimum capital ratios described above, banks are required under Article 121 et seq. of the Banking Law to comply with the combined buffer requirement consisting of the following additional capital buffers:

- a ***capital conservation buffer*** of 2.5 per cent. of RWA;

- a ***systemic risk buffer*** ranging between 1 and 5 per cent. of RWA designed to prevent and mitigate long-term non-cyclical systemic or macro-prudential risks not covered by the CRR. The buffer has not been applied in Greece to date;

- a (firm-specific) ***countercyclical buffer*** ranging between 0 and 2.5 per cent. of RWA depending on macroeconomic factors. in line with previous years, this buffer has been specified at 0 per cent. for Greek banks for the first, second and third quarters of 2021 (pursuant to Executive Committee Act Nos. 180/1/17.12.2020, 186/1/18.03.2021 190/3/16.06.2021 of the Bank of Greece). The countercyclical buffer should be built up when aggregate growth in credit and other asset classes with a significant impact on the risk profile of such credit institutions are judged to be associated with a build-up of system-wide risk, and drawn down during stressed periods;

- an ***other systemically important institutions ("O-SII") buffer*** which, for the Bank, ranges between 1 per cent. and 3 per cent. of RWA. According to the EBA's methodology, all Greek O-SIIs are classified in bucket 4, which corresponds to a level of 1 per cent. for the O-SII buffer (the O-SII buffer was set at 0 per cent. throughout 2016, 2017 and 2018). The buffer is being phased in to reach 1 per cent. over five years from 2019 to 2023. The O-SII buffer was set at 0.25 per cent. throughout 2019 and at 0.50 per cent. throughout 2020 and has been set at 0.50 per cent. for 2021 (Executive Committee Act No. 174/26.6.2020 of the Bank of Greece). The O-SII buffer is expected to be set at 0.75 per cent. in 2022; and

- a ***global systemically important institutions ("G-SII") buffer*** ranging between 1 per cent. and 5 per cent. of RWA designed to prevent and mitigate long-term non-cyclical systemic or macro-prudential risks not covered by the CRR. As none of the Greek credit institutions has been classified as a G-SII, the G-SII buffer has not been applied in Greece to date.

Depletion of these buffers will trigger limitations on dividends, distributions on capital instruments and variable compensation. The buffers are designed to absorb losses in stress periods.

Supervisory Review and Evaluation Process (SREP)

The ECB and the Bank of Greece conduct annually a Supervisory Review and Evaluation Process (SREP) in order to set prudential as along as other qualitative requirements to credit institutions (Article 89 et seq. of the Banking Law and Article 3 SSM Framework Regulation) This process evaluates the:

- sustainability and viability of business model;

- adequacy of governance and risk management;

- assessment of risk to capital; and

- assessment of risks to liquidity and funding.

In the SREP context, the ECB and the Bank of Greece may also require institutions, in accordance with Article 96a of the Banking Law to have additional own funds in excess of the requirements set out in CRR, under the conditions set out in Article 96a of the Banking law.

On 28 December 2020, the ECB informed the Bank that from 31st January 2021 the minimum limit for the overall capital requirement ("**OCR**") would remain unchanged from 2020 at 14 per cent. The OCR is composed of the minimum own funds requirements (8 per cent.), according to article 92(1) of the CRR, the additional Pillar 2 own funds requirements ("**P2R**"), according to article 16(2)(a) of Regulation 1024/2013/EU, which corresponds to 3 per cent., and the combined buffer requirements, according to article 128(6) of Directive 2013/36/EU, which corresponds to 3 per cent. The above minimum ratio should be maintained on a phase-in basis under applicable transitional rules of CRD/CRR at all times.

However, due to the measures taken at EU level in order to mitigate the impact of the COVID-19 pandemic, and to facilitate bank lending to the economy, the ECB announced the relaxation of the capital buffers at least up to the end of 2022.

Article 473a of the CRR allows banks to mitigate the impact of the introduction of IFRS 9 on regulatory capital and leverage ratios during a 5-year transitional period. According to Article 473a of the CRR banks may add to the CET1 ratio the post-tax amount of the difference in provisions that resulted from the transition to the IFRS 9 in relation to the provisions that have been recognised at 31 December 2018 in accordance with IAS 39. The weighting factors were set per year at 0.95 in 2018, 0.85 in 2019, 0.70 in 2020, 0.5 in 2021 and 0.25 in 2022. Under CRR Quick Fix transitional arrangements are extended only for the dynamic component to address the potential increase in ECL provisions following the COVID-19 pandemic. The reference date for any increase in provisions that would be subject to the extended transitional arrangements was moved from 1 January 2018 to 1 January 2020. Amended Article 473(6a) of the CRR extends the transition for the dynamic component, allowing institutions to fully add-back to their CET1 capital any increase in new provisions recognised in 2020 and 2021 for their financial assets that are not credit-impaired. The amount that could be added back from 2022 to 2024 would decrease in a linear manner.

The Bank has decided to avail itself of Article 473a and applies the transitional provisions in calculating capital adequacy on both a standalone and consolidated basis.

As at 30 June 2021, the Group's:

- CET1 ratio was 12.8 per cent. (10.6 per cent. on a fully-loaded basis, including IFRS 9 impact);
- Tier 1 capital ratio was 12.8 per cent. (10.6 per cent. on a fully-loaded basis, including IFRS 9 impact); and
- Total capital adequacy ratio was 15.5 per cent. (13.3 per cent. on a fully-loaded basis, including IFRS 9 impact).

Deductions from CET1

The definition of items that should be deducted from regulatory capital has been revised. In addition, most of the items that were required to be deducted from regulatory capital are now deducted in whole from the CET1 component.

Central Counterparties

To address the systemic risk arising from the interconnectedness of credit institutions and other financial institutions through the derivatives markets, a 2 per cent. risk-weight factor applies to certain trade exposures to qualifying central counterparties. The capitalisation of credit institution exposures to central counterparties is based in part on the compliance of the central counterparty with the International Organisation of Securities Commissions' standards (since non-compliant central counterparties are treated as bilateral exposures and do not receive the preferential capital treatment referred to above).

Counterparty Credit Risk

The counterparty credit risk management standards have been raised in a number of areas, including for the treatment of so-called wrong-way risk, that is, cases where the exposure increases when the credit quality of the counterparty deteriorates. For example, the CRR introduced a capital charge for potential mark-to-market losses associated with deterioration in the creditworthiness of a counterparty and the calculation of expected positive exposure by taking into account stressed parameters.

Leverage Ratio

The leverage ratio is calculated by dividing a bank's Tier 1 capital by its total exposure measure and is expressed as a percentage. A key distinction between the minimum capital ratio and the leverage ratio is that no risk-weighting is applied to the assets. The leverage ratio is currently calculated, reported to supervisors and, since January 2015, disclosed publicly, although no mandatory level had been set until 2019/876 (CRRII) entered into force (29 June 2021). See, "*Recent developments – Leverage ratio*" below for the newly-introduced provisions on the leverage ratio requirement, which adopt the EBA's recommendation (as set out in its report of 3 August 2016 on the leverage ratio requirement) of a Tier 1 capital leverage ratio calibrated at 3 per cent. for any type of credit institution, in accordance with the agreements at international level by the Basel Committee on Banking Supervision ("**BCBS**").

Liquidity Requirements

A liquidity coverage ratio, which is an amount of unencumbered, high quality liquid assets that must be held by a bank to offset estimated net cash outflows over a 30-day stress scenario has been introduced. The ratio requirement is 100 per cent. As of 30 June 2021, the Bank's liquidity coverage ratio was 169.4 per cent. (compared to 113 per cent. as of 30 June 2020). In addition, a net stable funding ratio ("**NSFR**"), which is the amount of longer-term, stable funding that must be held by a bank over a one-year timeframe based on liquidity risk factors assigned to assets and off-balance sheet liquidity exposures has been introduced. See "*Recent Developments – NFSR*".

In order to foster consistency and efficiency of supervisory practices across the EU, the EBA is continuing to develop the EBA Single Rulebook, a supervisory handbook applicable to EU Member States. However, the EBA Single Rulebook has not yet been finalised.

COVID-19 pandemic related measures

In reaction to the COVID-19 pandemic, among others:

On 12 March 2020, the ECB announced measures expected to provide capital relief to banks in support of the economy. These measures include the permission to (i) temporarily operate below the level of capital required by the capital conservation buffer and the countercyclical buffer (in addition, on 28 July 2020, the ECB announced through a press release that financial institutions are allowed to operate below the aforementioned thresholds at least up to the end of 2022) (ii) partially use capital instruments that do not qualify as CET1 capital, for example Additional Tier 1 or Tier 2 instruments, to meet their P2R, bringing forward a measure that was initially scheduled to come into effect in January 2021, as part of the latest revision of CRD/CRR. Following this announcement, the P2R may comprise 75 per cent. Tier 1 capital instruments (56.25 per cent. CET1 capital and 18.75 per cent. Additional Tier 1 capital) and 25 per cent. Tier 2 capital instruments (iii) bring forward the change that was expected from the adoption of Directive (EU) 2019/878 regarding the composition of the P2R buffer, allowing the P2R to be covered by Additional Tier 1 capital and Tier 2 capital and not only by CET1 capital.

On 20 March 2020, the ECB announced that it had introduced supervisory flexibility regarding the treatment of NPEs, in particular to allow banks to fully benefit from guarantees and moratoriums put in place by public authorities to tackle the current distress. The ECB indicated that it will exercise flexibility regarding the classification of debtors as "unlikely to pay" when banks call on public guarantees granted in the context of coronavirus, as well as certain flexibilities regarding loans under COVID-19 related public moratoria. In addition, loans which become non-performing and are under public guarantees will benefit from preferential prudential treatment in terms of supervisory expectations about loss provisioning, while supervisors will deploy full flexibility when discussing with banks the implementation of NPE reduction strategies, taking into account the extraordinary nature of current market conditions; and

CRR Quick Fix was enacted in June 2020 amending CRR and CRR II to encourage banks to continue lending to businesses and households during the crisis caused by the COVID-19 pandemic and to absorb the economic shock of the pandemic. Among other things, this regulation:

(i) extends the transitional arrangements for mitigating the impact of the IFRS 9 provisions on regulatory capital;

(ii) applies a preferential treatment for publicly guaranteed loans under the prudential backstop for NPEs available under the CRR;

(iii) delays until 1 January 2023 the application of the leverage ratio buffer for G-SIIs;

(iv) reflects more favourable prudential treatment of SME and infrastructure exposures as well as loans to pensioners and employees (with a permanent contract) backed by the borrower's pension or salary;

(v) recalibrates the mechanism for offsetting the impact of excluding certain exposures from the calculation of the leverage ratio; and

(vi) brings forward the dates of application of certain reforms introduced by the CRR II.

On 22 December 2020, Regulation (EU) 2176/2020 of the Council of 12 November 2020, amending Regulation (EU) 241/2014 concerning the deduction of software assets from CET1 capital, was published in the Official Journal of the European Union.

On 26 June 2020, the Bank of Greece under an Executive Committee Act determined the capital buffer of systemically important institutions (O-SII) at 0.50%, maintaining stable for 2021 and extending consequently the existing phasing-in period. The third and the fourth phases have been delayed by 12 months each and will apply starting from 1 January 2022 and 1 January 2023 respectively. This decision is in the context of the response to Covid19 pandemic in order to mitigate the subsequent financial impact.

On 16 September 2020, ECB took the decision to allow banks to exclude, temporarily, certain exposures to central banks from the total leverage exposure measure in view of the COVID-19 pandemic. This exclusion—until 27 June 2021—would support credit institutions in continuing to fulfil their role in funding the real economy.

Recent developments

In April 2019, the European Parliament endorsed a package of measures that impact both capital requirements and resolution powers. The revised rules on capital, liquidity and resolution were published in the Official Journal on 7 June 2019 and became applicable in the second quarter of 2021, with few exceptions. The package introduced a number of measures, including:

- a leverage ratio requirement for all institutions as well as a leverage ratio buffer for all global systemically important institutions;
- a new market risk framework for reporting purposes;
- revised rules on capital requirements for counterparty credit risk and for exposures to central counterparties;
- a revised Pillar 2 framework;
- an updated macro-prudential toolkit;
- targeted amendments to the credit risk framework to facilitate the disposal of NPEs;
- enhanced prudential rules in relation to anti-money laundering;
- a new total loss absorbing capacity (TLAC) requirement for global systemically important institutions (not applicable to the Bank, as it is not a G-SII);

- enhanced MREL subordination rules for G-SIIs and other large banks referred to as top-tier banks; and
- a new moratorium power for the resolution authority.

Leverage ratio

The financial crisis highlighted that institutions were taking on greater exposures (for example, loans, derivatives and guarantees) but raising only relatively limited amounts of additional capital. The new package introduces a binding leverage ratio requirement (that is a capital requirement independent from the riskiness of the exposures, as a backstop to risk-weighted capital requirements) for all institutions subject to the CRR. The leverage ratio requirement complements the existing framework to calculate the leverage ratio, to report it to supervisors and, since January 2015, to disclose it publicly. The leverage ratio requirement is set at 3 per cent. of Tier 1 capital and institutions must meet it in addition to/in parallel with their risk-based capital requirements (Article 92(1)(d) CRR). Unlike Basel III, CRR allows initial margin to reduce the exposure measure when applying the leverage ratio to derivatives. An additional leverage buffer applies to G-SIIs (Article 92(1a) CRR) but the Bank is not a G-SII.

An additional leverage buffer applies to G-SIIs (Article 92(b) of the CRR) but it is noted that the Bank is not a G-SII.

As of 30 June 2021, the Group's leverage ratio was 8.0 per cent. and the Bank's leverage ratio was 6.4 per cent.

NSFR

Consistent with the BCBS' stable funding standard, Article 8(1)(b) of the CRR adopted the NSFR requirement as the ratio an institution's amount of available stable funding to its amount of required stable funding over a one-year horizon. The amount of available stable funding should be calculated by multiplying the institution's liabilities and own funds by appropriate factors that reflect their degree of reliability over the one-year horizon of the NSFR. Unlike Basel III, the CRR does not provide for the additional requirement to hold between 5 per cent. and 20 per cent. of stable funding against gross derivative liabilities, which is widely seen as a rough measure to capture additional funding risks related to the potential increase of derivative liabilities over a one-year horizon and is under review at BCBS level. As of 30 June 2021, the Group's NSFR ratio was 111.4 per cent.

Market risk

Following the BCBS' fundamental review of the trading book, CRR has amended the framework for the calculation of the market risk, by introducing clearer and more easily enforceable rules on the regulatory boundary between the trading book and banking book to prevent regulatory arbitrage and improving risk sensitivity through modified internal models and requirements proportionate to reflect more accurately the actual risks to which banks are exposed.

Large exposures

CRR tightens the definition of capital used to calculate the large exposure limit by requiring large exposures to be calculated only against Tier 1 capital (excluding Tier 2 capital) and imposes the use of a standardised approach for measuring counterparty credit risk. In the case of exposure of a G-SII to another G-SII, a more stringent limit of 15 per cent. of Tier 1 capital applies, but the Bank is not a G-SII. Moreover, regulatory reporting is extended all exposures that would have been a large exposure without considering the effect of credit risk mitigation or exemption clauses.

Interest rate risk

Article 76 of the Banking Law (as amended by Greek Law 4799/2021 transposing CRD V in Greece) specifies further the methods (standardised approach or simplified standardised approach) for the identification, assessment, management and mitigation of the interest rate risk from non-trading book activities. EBA is

expected to develop Regulatory Technical Standards and revised Guidelines on interest rate risk from non-trading book activities.

MREL subordination rules

In order to ensure effective and credible application of the bail-in resolution tool to impose losses on banks' creditors in the case of a banking crisis, banks are subject to an MREL, with the relevant instruments earmarked for bail-in in a crisis. The EU resolution framework requires banks to comply with the MREL at all times by holding easily "bail-inable" instruments, so as to ensure that losses are absorbed and banks are recapitalised once they get into a financial difficulty and are subsequently placed into resolution.

The package tightens the rules on the subordination of MREL instruments. Beyond, the existing G-SII category, a new category of large banks, called "top-tier banks" with a balance sheet size greater than €100 billion, has been established in relation to which more prudent subordination requirements are formulated. National resolution authorities may also select banks (such as the Bank) which are neither G-SIIs nor top tier banks and subject them to the top-tier bank treatment. An MREL minimum pillar 1 subordination policy for each of these two categories of bank has been agreed. For other banks, the subordination requirement remains a bank-specific assessment based on the principle of "no creditor worse off". No subordination requirement has been set for the Bank as of the date of this Offering Circular.

On 20 May 2020, the SRB issued a new MREL policy, which it will apply under the banking reform package, indicating that its MREL decisions implementing the new framework will be taken based on such policy in the 2020 resolution planning cycle and that those decisions will be communicated to banks in early 2021 setting out binding MREL targets, including those for subordination: the fully calibrated MREL target to be met by 1 January 2024. However, in light of the COVID-19 pandemic, the SRB noted that it will take a forward looking approach for banks that may face difficulties meeting those targets, before new decisions take effect and that in the 2020 resolution planning cycle, MREL targets will be set according to a transition period, that is setting the final target for compliance by 2024 on the basis of recent MREL data and reflecting changing capital requirements. The Bank has been granted a time extension to meet the respective final target until January 2026. For the Bank, the fully calibrated MREL target to be met by 1 January 2026 is 22.76 per cent. The MREL ratio, expressed as a percentage of RWAs, does not include the combined buffer requirement, currently at 3 per cent. and expected to increase to 3.25 per cent. on 1 January 2022.

Moratorium power for resolution authorities

In order to avoid excessive outflows of liquidity in a bank resolution, the package introduced a moratorium power, which should be triggered after a bank is declared "failing or likely to fail" but before that bank has entered into resolution ("**pre-resolution moratorium**"). The power to impose the pre-resolution moratorium also includes covered deposits and can be imposed for a maximum duration of two days, in line with International Swaps and Derivatives Association agreements. In the same vein, the existing in-resolution moratorium powers of the resolution authority under the BRRD Law have been extended to include covered deposits (Article 33a of the BRRD Law).

Contractual recognition of bail-in powers

Article 55 of the BRRD Law requires the contractual recognition of the effects of the bail-in tool in agreements or instruments creating liabilities governed by the laws of third countries in order to facilitate the process of bailing in those liabilities in the event of resolution and reinforce the awareness of creditors under contractual arrangements that are not governed by the law of a Member State of possible resolution action with regard to institutions or entities that are governed by Union law. An exemption from the contractual recognition requirement applies where it would be legally or otherwise impracticable to include a contractual recognition of bail-in clause in a contract but requires banks to notify the competent resolution authority of such impracticability. The EBA has developed draft regulatory technical standards on the conditions where it would be impracticable to include a contractual recognition of bail-in clause (EBA/RTS/2020/13).

Internal MREL

Resolution entities have to satisfy MREL requirements vis-à-vis external creditors at the consolidated level of the resolution group, through own funds and eligible liabilities issued by the resolution entity and bought by external third parties (external MREL). Greek law 4799/2021 has introduced internal Article 45f in Article 2 of the BRRD Law, ensuring that subsidiaries of a resolution entity that are not themselves resolution entities ("**non-resolution entities**") are subject to an internal MREL requirement, determined at individual level or sub-consolidated level, where applicable. Non-resolution entities are required to issue eligible instruments, which will be acquired by resolution entities within the group. Such instruments are subject to write-down and conversion into equity, so that if a relevant entity within the group reaches the point of non-viability, losses will be transmitted up through the group to, and absorbed by, the resolution entity. A resolution authority may, under certain conditions, grant an internal MREL waiver.

Recovery and resolution of credit institutions

On 15 May 2014, the European Parliament and the Council of the EU adopted Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the BRRD) which was transposed in Greece pursuant to Greek law 4335/2015 ("**BRRD Law**"). For credit institutions established in the Eurozone, such as the Bank, which are supervised within the framework of the SSM, Regulation (EU) No 806/2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010 (the "**SRM Regulation**") provides for a coherent application of the resolution rules across the Eurozone under responsibility of the SRB, which is an EU agency, with effect since 1 January 2016 (this framework is referred to as the "Single Resolution Mechanism", the "**SRM**").

Within the SRM, the SRB is responsible for adopting resolution decisions in close cooperation with the ECB, the European Commission, the Council of the EU and national resolution authorities in the event that a significant credit institution and/or its parent financial holding company directly supervised by the ECB, such as the Bank and Alpha Holdings, respectively, is failing or likely to fail and certain other conditions are met. The national resolution authorities in the EU member states concerned would implement such resolution decision adopted by the SRB in accordance with the powers conferred on them under the national laws transposing the BRRD. The national resolution authority competent for Greece is the Bank of Greece.

The BRRD was amended by Directive (EU) 2019/879 (BRRD, as amended, "**BRRD II**"). In addition, the SRM Regulation was amended by Regulation (EU) No 2019/877 (the SRM Regulation, as amended, the "**SRM Regulation II**").

In Greece, BRRD II was transposed by Greek law 4799/2021 (GG A 78/18.5.2021) amending, inter alia, the BRRD Law, while the SRM Regulation II came into force on 28 December 2020.

Single Resolution Mechanism

If the Bank and/or Alpha Holdings infringes or is likely in the near future to infringe capital or liquidity requirements, the ECB has the power to impose early intervention measures. These measures include the power to require changes to the legal or operational structure of the entity concerned, or its business strategy, and the power to require the managing board to convene a general meeting of shareholders of the entity concerned at which the ECB may set the agenda and require certain decisions to be considered for adoption by such general meeting.

The SRB is responsible for preparing resolution plans for, and directly resolving, all banks and groups directly supervised by the ECB and other cross-border groups. In most cases, the ECB would notify the SRB, the European Commission and the relevant national resolution authorities that a bank and/or its parent company is failing. The SRB would then assess whether there is a systemic threat and any private sector solution that would prevent the failure within a reasonable timeframe.

In certain circumstances, including if a bank and/or its parent company reaches a point of non-viability or where certain forms of extraordinary public financial support are required, the SRB in close co-operation with the relevant national resolution authority may take pre-resolution measures, including the write-down and cancellation of shares and the conversion of capital instruments and eligible liabilities into shares. If a bank and/or its parent company meets the conditions for resolution, the SRB may apply the relevant resolution tools and exercise the relevant resolution powers in line with the resolution plan prepared by the SRB. See further "– *Recovery and resolution powers*" below. This process is known as "Public Interest Assessment" which is one of the key policies underpinning the work of the SRB. It examines whether the resolution of a particular bank which is failing or likely to fail, would be necessary for and proportionate to achieving one or more of the following resolution objectives: ensuring the continuity of critical functions, maintaining financial stability, protecting covered depositors and safeguarding public funds by minimizing reliance on extraordinary public financial support as well as protecting client funds and client assets. If the adoption of a resolution scheme is not deemed necessary, national winding up procedures would apply.

The European Commission is responsible for assessing the discretionary aspects of the SRB's decision and endorsing or objecting to the resolution scheme. The European Commission's decision is subject to approval or objection by the European Council only when the amount of resources drawn from the Single Resolution Fund ("**SRF**") is modified or if there is no public interest in resolving the entity concerned. If the European Council or the European Commission objects to the resolution scheme, the SRB must amend it. The resolution scheme, once approved, is implemented by the national resolution authorities. If resolution entails state aid, the European Commission must approve the aid before the SRB can adopt the resolution scheme.

The SRB also determines the MREL targets that must be complied with at all times, see "– *Resolution tools*" below.

All the banks in the participating Member States contribute to the SRF. The SRF was established for the purpose of ensuring the efficient application of the resolution tools and exercise of the resolution powers by the resolution authorities. The SRF consists of contributions from credit institutions and certain investment firms in the participating Member States of the SRM. The SRF has a target funding level of €55 billion or at least 1% of the amount of covered deposits of all credit institutions within the Banking Union (expected to be reached by 31 December 2023) and, as of 10 July 2020, the current total amount in the SRF was €42 billion. The SRF is owned and administered by the SRB. See further "– *Deposit and Investment Guarantee Fund*" below.

Recovery and resolution powers

The resolution powers in respect of banks are divided into three categories:

- ***Preparation and prevention***: Banks and/or their parent companies are required to prepare recovery plans while the relevant resolution authority (in the case of the Bank and Alpha Holdings, the SRB in consultation with Bank of Greece and the ECB) prepares a resolution plan for each entity concerned at a stand-alone or consolidated level, as applicable, identifying, *inter alia*, the resolution entities and resolution groups within the group. The resolution authorities have supervisory powers to address or remove impediments to resolvability. Financial groups may also enter into intra-group support agreements to limit the development of a crisis;

- ***Early intervention***: The competent authority (which, in the case of the Bank and Alpha Holdings for this purpose, is the ECB) may arrest a bank's deteriorating situation of the entity concerned, including breach of the minimum requirement for own funds and eligible liabilities referred to in Article 45e or Article 45f of the BRRD Law, at an early stage so as to avoid insolvency. Its powers in this respect include requiring the entity concerned to implement its recovery plan, replacing existing management, drawing up a plan for the restructuring of debt with its creditors, changing its business strategy and changing its legal or operational structures. If these tools are insufficient, new senior management or a new management body may be appointed subject to the approval of the resolution authority which is also entitled to appoint one or more temporary administrators; and

- ***Resolution***: This involves reorganising or winding down the entity or entities concerned in an orderly fashion outside special liquidation proceedings while preserving or their its critical functions and limiting to the maximum extent possible taxpayer losses.

Conditions for resolution

The conditions that have to be met before the resolution authority takes a resolution action are:

- the competent authority, after consulting with the resolution authority, determines that the bank is failing or likely to fail. A bank will be deemed to be failing or likely to fail in one or more of the following circumstances:
    - it infringes or is likely to infringe the requirements for continuing authorisation in a way that would justify the withdrawal of its authorisation, for example by incurring losses that will deplete all or a significant amount of its own funds;
    - its assets are, or there is objective evidence that its assets will in the near future be, less than its liabilities;
    - it is, or there is objective evidence that it will in the near future be, unable to pay its debts or other liabilities as they fall due; or
    - extraordinary public financial support is required, unless the support takes one of the forms specified in the BRRD;
- having regard to timing and other relevant circumstances, there is no reasonable prospect that any alternative private sector action, including measures by an institutional protection scheme, or supervisory action, such as early intervention measures or the write down or conversion of relevant capital instruments and eligible liabilities, would prevent the failure of the entity concerned within a reasonable timeframe; and
- a resolution action is in the public interest, that is, it is necessary for the achievement of, and is proportionate to, one or more of the resolution objectives set out in the BRRD Law and the winding-up of the entity concerned under normal special liquidation proceedings would not meet those resolution objectives to the same extent.

Resolution tools

When the trigger conditions for resolution are satisfied, the relevant resolution authority may apply any or all of the following tools:

- the ***sale of business tool***, which enables the resolution authority to transfer ownership of, or all or any assets, rights or liabilities of, the entity concerned to a purchaser (that is not a bridge institution) on commercial terms without requiring the consent of the shareholders or, save as required by the BRRD Law, complying with the procedural requirements that would otherwise apply;
- the ***bridge institution tool***, which enables the resolution authority to transfer ownership of, or all or any assets, rights or liabilities of, the entity concerned to a publicly controlled entity known as a bridge institution without requiring the consent of the shareholders. The operations of the bridge institution are temporary, the aim being to sell the business to the private sector when market conditions are appropriate;
- the ***asset separation tool***, which enables the resolution authority to transfer some or all of the assets, rights and liabilities of the entity concerned, without obtaining the consent of shareholders, to an asset management vehicle to allow them to be managed and worked out over time. This tool may only be used when: (i) the market situation for the assets concerned is such that their liquidation under normal special liquidation proceedings could have an adverse effect on one or more financial markets, or (ii)

the transfer is necessary to ensure the proper functioning of the entity concerned under resolution or the bridge institution, or (iii) the transfer is necessary to maximise liquidation proceeds. This tool may be used only in conjunction with other tools to prevent an undue competitive advantage for the failing entity; and

- the ***bail-in tool***, which gives the resolution authority the power to write down eligible liabilities of the entity concerned and/or to convert such claims to equity. The resolution authority may use this tool only (i) to recapitalise the bank to the extent sufficient to restore its ability to comply with the conditions for its authorisation, to continue to carry out the activities for which it is authorised and to restore it to financial soundness and long-term viability or (ii) to convert to equity or reduce the principal amount of obligations or debt instruments that are transferred to a bridge institution (with a view to providing capital to the bridge institution) or that are transferred under the sale of business tool or the asset separation tool.

When using the bail-in tool, the relevant resolution authority must write down or convert obligations of the entity under resolution in the following order:

(i) CET1;

(ii) AT1 instruments;

(iii) T2 instruments;

(iv) other subordinated debt, in accordance with the ranking of claims in special liquidation proceedings; and

(v) other eligible liabilities, in accordance with the ranking of claims in special liquidation proceedings.

A number of liabilities are excluded from the bail-in tool, including covered deposits and secured liabilities (including covered bonds) and, under Greek law in force as at the date of this Offering Circular, senior preferred liabilities. For the purposes of the bail-in tool, the designated resolution entities are required to maintain at all times a sufficient aggregate amount of own funds and eligible liabilities at a standalone and/or consolidated level, the aim of which is to ensure that they have sufficient loss-absorbing capacity.

The ranking of liabilities in the case of special liquidation proceedings against a credit institution are provided for by Article 145A of the Banking Law, as follows:

a) claims deriving from the provision of employment services and legal fees to the extent that the claims arose during the two years prior to the opening of special liquidation proceedings under Greek law 4261/2014, as well as employees' and in-house lawyers' claims deriving from the termination of their employment/mandate, irrespective of the point at which such claims arose, claims of the Greek state for value added tax and other taxes aggregated with any surcharges and interest accrued, and claims of social security organisations;

b) Greek state claims arising in the case of a recapitalisation by the Greek state of institutions pursuant to the BRRD's extraordinary capital support provisions;

c) claims deriving from guaranteed deposits or claims of the HDIGF in respect of depositors' rights and obligations which have been compensated by the HDIGF, and for the amount of such compensation;

d) any type of Greek state claim aggregated with any surcharges and interest charged on these claims;

e) the following claims on a pro rata basis:

- claims of the SRF, to the extent it has provided financing to the institution; and

- claims in respect of eligible deposits to the extent that they exceed the coverage threshold for deposits of natural persons and micro, small and medium-sized enterprises;

f) claims deriving from investment services covered by the HDIGF or claims of the HDIGF in respect of the rights and obligations of investors which have been compensated by the HDIGF, and for the amount of such compensation;

g) claims deriving from eligible deposits to the extent that they exceed the coverage limit and do not fall under e) above;

h) claims deriving from deposits exempted from compensation, excluding claims deriving from transactions of investors for which a final court decision has been issued for a penal violation of AML/CTF rules; and

i) subject to (j) and (k) below, claims that do not fall within the above listed points, and do not rank last as per the relevant agreement governing them, including but not limited to, liabilities under loan agreements and other credit agreements, agreements for the supply of goods or for the provision of services or derivatives, debt instruments issued by the credit institution, credit institution's guarantees in relation to debt instruments issued by its subsidiaries, as defined in Article 32(2) of Greek law 4308/2014 (irrespective of whether such subsidiaries have their seat in Greece or abroad) as well as claims of such subsidiaries deriving from a loan or deposit agreement with the credit institution, through which the proceeds of debt instruments issued by such subsidiaries are lent to or deposited with the credit institution. In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph (c) above.

j) claims deriving from debt instruments issued by the credit institution, if the following conditions are met: (i) the original contractual maturity of the debt instruments is at least one year; (ii) the debt instruments contain no embedded derivatives and are not derivatives themselves (which they will not be on the mere ground that they bear a floating interest rate based on a widely used reference rate or are denominated in a foreign currency, if the capital, repayment and interest are denominated in the same currency) and (iii) the relevant contractual documentation and, where applicable, the prospectus related to the issuance explicitly refer to this lower ranking. The same ranking applies to claims deriving from the credit institution's guarantee in relation to debt instruments issued by its subsidiaries which meet the requirements under (i) to (iii) above (irrespective of whether such subsidiaries have their seat in Greece or abroad) as well as claims of such subsidiaries deriving from a loan or deposit agreement with the credit institution, through which the proceeds of the subsidiaries' issue are lent or deposited to the credit institution. In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph (c) above.

k) claims deriving from subordinated debt instruments or T2 instruments or hybrid instruments or AT1 instruments or preference shares or capital instruments qualifying as Common Equity Tier 1 instruments issued by the credit institution, with due regard being given to the differentiated treatment among the various categories of claims that fall under this paragraph. The same ranking applies to claims deriving from the credit institution's guarantee in relation to debt instruments issued by subsidiaries of the credit institution which meet the requirements under paragraph (k) (irrespective of whether such subsidiaries have their seat in Greece or abroad) as well as claims of such subsidiaries deriving from a loan or deposit agreement with the credit institution, through which the proceeds of the subsidiaries' issue of such debt instruments or hybrid instruments or other instruments listed in paragraph (k) are lent or deposited to the credit institution. In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph (c) above.

The claims listed under (i) and (ii) of paragraph (e) rank *pari passu*.

Subject to the above, the provisions of Articles 975 to 978 of the Greek Code of Civil Procedure apply *mutatis mutandis*.

The BRRD separately contemplates that certain capital instruments and eligible liabilities may be subject to non-viability loss absorption in addition to the application of the general bail-in tool. At the point of non-viability of the Bank or the Group, the SRB, in co-operation with the competent resolution authority, may write down such capital instruments and eligible liabilities and/or convert them into shares. The "no creditor worse off" principle (as set out in Article 34(1)(g) of the BRRD) does not apply to non-viability loss absorption pursuant to Article 59 of the BRRD.

An additional tool, *i.e.* a moratorium tool, has recently been endorsed by the European Parliament. See "*—Capital adequacy framework—Recent developments—Moratorium power for resolution authorities*".

Extraordinary Public Financial Support

In an exceptional systemic crisis, extraordinary public financial support may be provided through the public financial stabilisation tools listed below as a last resort and only after having assessed and utilised, to the maximum extent, the other resolution tools, in order to avoid, through direct intervention, the winding-up of the relevant bank or other entity concerned and to enable the resolution purposes to be accomplished. The use of extraordinary public financial support requires a decision of the Minister of Finance following a recommendation from the Systemic Stability Board (Greek Ministry of Finance) and consultation with the relevant resolution authorities.

The public financial stabilisation tools are:

- public capital support provided by the Ministry of Finance or, in respect of credit institutions, by the HFSF following a decision by the Minister of Finance; and
- temporary public ownership of the entity concerned by the Greek state or a company which is wholly owned and controlled by the Greek state.

All of the following conditions must be met for the public financial stabilisation tools to be implemented:

- the entity concerned meets the conditions for resolution;
- the shareholders, owners of other instruments of ownership, holders of relevant capital instruments and the holders of eligible liabilities have contributed, through conversion, write down or by any other means, to the absorption of losses and the recapitalisation by an amount equal to at least 8 per cent. of the total liabilities, including own funds, of the entity concerned, calculated at the time of the resolution action; and
- prior and final approval by the EC regarding the EU state aid framework for the use of the chosen tool has been granted.
- In addition to the above, for the provision of public financial support, one of the following conditions must also be met:
- the application of the resolution tools would not be sufficient to avoid a significant adverse effect on financial stability;
- the application of the resolution tools would not be sufficient to protect the public interest, where extraordinary liquidity assistance from the central bank has previously been given to the entity concerned; and/or
- in respect of the temporary public ownership tool, the application of the resolution tools would not be sufficient to protect the public interest, where capital support through the public capital support tool has previously been given to the entity concerned.

By way of exception, extraordinary public financial support may be granted to the entity concerned in the form of an injection of own funds or the purchase of capital instruments without the implementation of resolution measures, if all of the following conditions, to the extent relevant, are satisfied:

- in order to remedy a serious disturbance in the economy of an EU Member State and preserve financial stability;
- in relation to a solvent entity in order to address a capital shortfall identified in a stress test, assets quality review or equivalent exercise;
- at prices and on terms that do not confer an advantage upon the entity concerned;
- on a precautionary and temporary basis;
- subject to final approval of the EC;
- not to be used to offset losses that the entity concerned has incurred or is likely to incur in the near future;
- the entity concerned has not infringed, and there is no objective evidence that the bank will in the near future infringe, its authorisation requirements in a way that would justify the withdrawal of its authorisation;
- the assets of the entity concerned are not, and there is no objective evidence that its assets will in the near future be, less than its liabilities;
- the entity concerned is not, and there is no objective evidence that it will be, unable to pay its debts or other liabilities when they fall due; and
- the circumstances for the exercise of the write down or conversion powers in respect of AT1 and T2 capital instruments of the entity concerned do not apply.

Resolution authority's powers

The resolution authority has a broad range of powers when applying resolution measures and tools. When applying the resolution tools and exercising its resolution powers, the resolution authority must have regard to the following objectives:

- ensuring the continuity of critical functions;
- avoiding significant adverse effects on financial stability, including by preventing contagion, and maintaining market discipline;
- protecting public funds by minimising reliance on extraordinary public financial support;
- avoiding unnecessary deterioration of value and seeking to minimise the cost of resolution;
- protecting depositors and investors covered by deposit guarantee schemes and investor compensation schemes, respectively; and
- protecting client funds and client assets,

as well as the following principles:

- the shareholders of the entity concerned under resolution bear losses first;
- the creditors of the entity concerned under resolution bear losses after the shareholders in accordance with the order of priority of their claims under normal special liquidation proceedings;

- senior management or the management body of the entity concerned under resolution are replaced unless it is deemed that retaining management is necessary for the resolution purposes;
- senior management or the management body of the entity concerned under resolution shall provide all necessary assistance for the achievement of the resolution objectives;
- natural and legal persons remain liable, under applicable law, for the failure of the entity concerned;
- except where specifically provided in the BRRD Law, creditors of the same class are treated in an equitable manner;
- no creditor incurs greater losses than would be incurred if the entity concerned would have been wound up under normal special liquidation proceedings;
- covered deposits are fully protected, subject to the moratorium powers mentioned above; and
- resolution action is taken in accordance with the applicable safeguards provided in the BRRD Law.

Article 33a of the BRRD Law provides for the power of the competent resolution authority (which, in the case of the Bank and Alpha Holdings is the SRB and the Bank of Greece), in consultation with the ECB, to suspend payment or delivery of certain obligations, including covered deposits, for a maximum duration of two days if an entity is declared "failing or likely to fail" but before entry into resolution, and subject to certain conditions. In the context of this provision, the resolution authority is also empowered to potentially restrict secured creditors from enforcing security interests and suspend termination rights for the same duration. During the resolution proceedings, Article 69 of the BRRD Law empowers the competent resolution authority to suspend payment or delivery of certain obligations, including covered deposits, for a maximum duration of two days. Such resolution stay powers must be contractually recognised in case of financial contracts governed by third-country law (Article 71A of the BRRD Law).

Moreover, the competent resolution authority has the power to impose a MREL-specific prohibition of distributing more than the maximum distributable amount, where the entity concerned has insufficient resources to meet its combined buffer requirement, in addition to its MREL requirements, through: (a) distribution in connection with CET1 capital; (b) payment of variable remuneration or discretionary pension benefits, or variable remuneration if the obligation to pay was created at a time when the entity failed to meet the combined buffer requirement; or (c) coupon payments to holders of AT1 instruments (Article 24a of the BRRD Law).

The HFSF

The HFSF is a private law entity with the purpose of maintaining the stability of the Greek banking system by supporting the capital adequacy of both Greek credit institutions and subsidiaries of foreign credit institutions lawfully operating in Greece and acting in compliance with the commitments of the Greek state under Greek law 4046/2012, in relation to the Second Economic Adjustment Programme, as updated from time to time, and under the Agreement for Fiscal Targets and Structural Reforms dated 19 August 2015, a draft of which was ratified by Greek law 4336/2015, as updated from time to time. The liquidity support provided under Greek law 3723/2008 or under the operating framework of the Eurosystem and the Bank of Greece does not fall under the scope of the HFSF. The HFSF pursues its purpose based on a strategy agreed between the Ministry of Finance, the Bank of Greece and itself.

The HFSF was established by virtue of Greek law 3864/2010 which was repeatedly amended, among others by virtue of Greek laws 4254/2014, 4340/2015, 4346/2015, 4431/2016, 4456/2017, 4537/2018 and most recently by Greek laws 4549/2018, 4701/2020 and 4783/2021 (the "**HFSF Law**"). The HFSF's initial duration, which was set to expire on 30 June 2017, has been extended to 31 December 2022. The Greek Minister of Finance can decide to extend the HFSF's duration if this would be deemed necessary for fulfilling the purpose of the HFSF.

Capital

The HFSF's capital consists of funds that were raised within the context of EU and IMF support mechanism for Greece by virtue of Greek law 3845/2010. It was gradually paid up by the Hellenic Republic and is evidenced by instruments which are not transferable until the expiry of the term of the HFSF. The HFSF's capital is provided from (a) funds drawn under the support mechanism for Greece set up by the EU and the IMF by virtue of Law 3845/2010 and the Master Financial Assistance Facility dated 15 March 2012; and (b) from funds drawn under the Financial Assistance Facility dated 19 August 2015, as in force from time to time, and are paid to the HFSF by the Hellenic Republic.

The Greek Minister of Finance may request the return of capital from the HFSF to the Hellenic Republic. Before the expiry of the HFSF's term or the initiation of a liquidation process, the Minister of Finance decides jointly with the European Financial Stability Facility ("**EFSF**") and the European Stability Mechanism ("**ESM**"), the entity to and the manner by which the capital and assets and liabilities of HFSF will be transferred due to its expiration or liquidation. The above transfer will be to an entity independent of the Hellenic Republic and will take place in a manner that ensures that the financial and legal position of the EFSF and ESM will not deteriorate for that reason. If, at the expiry of the HFSF's term, the HFSF has no obligation towards the EFSF and the ESM, and holds no assets over which the former have a security interest or other rights, the assets of the HFSF following completion of its liquidation process, will be transferred to the Hellenic Republic by operation of law. In case of liquidation of a credit institution, the HFSF, in its capacity as a shareholder of such credit institution, is satisfied preferentially towards any other shareholders together with the Hellenic Republic as holder of the Preference Shares of Greek law 3723/2008 ("**Hellenic Republic Bank Support Plan**").

Organisation

The HFSF is managed by a seven-member General Council and a three-member Executive Committee. The General Council consists of seven (7) non-executive members: five (5) members (including the Chairman of the General Council), having international experience in banking issues, one member being representative of the Ministry of Finance and one member appointed by the Bank of Greece. The Executive Committee consists of three (3) members: two (2) members, including the Managing Director, having international experience in banking or issues regarding the recovery of credit institutions and one (1) member nominated by the Bank of Greece. One member of the Executive Committee is assigned the task of enhancing the HFSF's role in facilitating the management of NPLs of the credit institution in which the HFSF has a participation.

The members of the General Council and the Executive Committee are selected by a Selection Committee, established by a decision of the Greek Minister of Finance according to Article 4A of the HFSF Law, as in force, following a public invitation for expression of interest and are appointed by a decision of the Greek Minister of Finance for a three-year period, with the possibility for renewal, but in any case not exceeding the HFSF's duration. The Selection Committee consists of six independent renowned experts of integrity, from which three, including the Chairman, are appointed by the EC, the ECB and the ESM respectively, two by the Greek Minister of Finance and one by the Bank of Greece. The above five institutions have an observer in the Selection Committee, the term of which is set at two years with a possibility of renewal. Representatives of the EC as well as of the ECB and the ESM may also participate in the Executive Committee as observers. The Euro Working Group's prior consent is required for the appointment of the members of the General Council and the Executive Committee, as well as the renewal of their term of office and remuneration, excluding the appointment of the Ministry of Finance representative in the General Council and the member appointed by the Bank of Greece. The members of both the aforementioned bodies must be persons of impeccable reputation, not engaged in activities set out in Article 4(6) of the HFSF Law, as in force, and not engaged in activities incompatible with their participation in the said bodies, set out in Article 4(7) of the HFSF Law, while their appointment may be terminated prior to its expiry by a decision of the Minister of Finance if (a) they are rendered non-eligible due to the occurrence of events provided in Article 4(6) and (7) of the HFSF Law, as in force, or (b) following a reasoned decision of the Selection Committee for the reasons and by the process described in Article 4A of the HFSF Law, as in force.

The General Council convenes at least ten (10) times per year and the Executive Committee at least once a week. In the meetings of the General Council and the Executive Committee, one (1) representative of the EC, one (1) of the ESM and one (1) of the ECB or their substitutes can also participate as observers without voting rights. A quorum is established in the General Council when at least five (5) members are present and in the Executive Committee when at least two (2) members are present. Each member of the General Council is entitled to one vote. In case of a tied vote, the vote of the chairman is decisive. The General Council decides by majority of the present members, unless otherwise provided for by the HFSF Law, as in force. Accordingly, each member of the Executive Committee is entitled to one vote and, unless otherwise provided for by the HFSF Law, as in force, the Executive Committee decides by a majority of two of the present members.

The members of the General Council and the Executive Committee, except for the representative of the Ministry of Finance, operate independently in the exercise of their powers and do not seek or receive mandates from the Greek government or any other governmental entity or financial institution supervised by the Bank of Greece and they are not subject to any influence whatsoever. The General Council provides information, at least twice a year and in any other case deemed necessary, to the Minister of Finance, the Greek Parliament, the EC, the ESM and the ECB regarding the progress of its mission. The General Council informs, via prospectuses issued every two months, the Minister of Finance who may request to be further informed by the Chairman or the Managing Director. The HFSF publishes an annual report on its operational strategy and a semi-annual report of progress on the above strategy. Persons having any of the following positions during the last three years may not be appointed as members of the Selection Panel: members of the Greek Parliament or government, officers, employees or counsels of any Greek Ministry or other governmental authority or of the Bank of Greece, executive members, officers, employees or counsels of any credit institution operating in Greece or of the EC or of the ECB or of the ESM or holders of shares of a credit institution operating in Greece with a total value exceeding €100,000 or persons having a financial interest, directly or indirectly linked to a credit institution operating in Greece, with a total value exceeding €100,000.

The meetings of the Executive Committee and of the General Council are confidential. The General Council may decide to publish its decision in relation to any item of the agenda.

Provision of Capital Support by the HFSF

Activation of Capital Support

With regards to the supply of capital support, a credit institution experiencing a capital shortfall, as such shortfall has been determined by the competent authority which is defined in Article 2(1)(5)of the BRRD Law, as in force, may submit a request for capital support to the HFSF up to the amount of the determined capital shortfall, accompanied by a letter of the competent authority determining (i) the capital shortfall; (ii) the date by which the credit institution needs to meet the said shortfall; and (iii) the capital raising plan submitted to the competent authority.

For credit institutions with an existing restructuring plan approved by the European Commission at the time of such request, the request is accompanied by a draft amended restructuring plan. In respect of credit institutions without an existing restructuring plan approved by the European Commission at the time of submission of such request, the request is accompanied by a draft restructuring plan.

The draft restructuring plan (for credit institutions without an approved restructuring plan) or the draft amended restructuring plan shall describe by what means the credit institution shall return to sufficient profitability in the next three (3) to five (5) years, under prudent assumptions. The HFSF shall monitor and evaluate the proper implementation of the restructuring plan and any amended restructuring plan, as the case may be. The HFSF may request amendments and addenda to the above-mentioned restructuring plan.

The HFSF may request from the credit institution amendments or additions to the draft restructuring plan or the draft of the restructuring plan under amendment. Following approval of the HFSF of the draft restructuring plan

or the draft of the restructuring plan under amendment, the latter is forwarded to the Minister of Finance and is submitted to the EC for approval.

Any restructuring plan approved by the HFSF shall comply with EU rules on state aid and shall be approved by a decision of the European Commission. Additionally, it shall ensure the credit institution's restoration of adequate profitability, the burden-sharing to its shareholders and limit any distortion of competition. The HFSF monitors and evaluates the implementation of such approved restructuring plans. For the pursuit of its goals and the exercise of its rights the HFSF determines the outline of a framework agreement or an amended framework agreement with all credit institutions which receive or have received financial support by the EFSF or the ESM. The credit institutions enter into the aforementioned framework agreement. The credit institutions provide the HFSF with all the information reasonably requested by the EFSF or the ESM so that the HFSF may relay it to the EFSF or the ESM, unless the HFSF informs the credit institutions that they must send the requested information directly to the EFSF or the ESM.

The HFSF may grant a credit institution a letter of commitment that it will participate in the recapitalisation of such credit institution, subject to and in accordance with the procedure laid down in the HFSF Law (Articles 6a and 7), as in force, and up to the amount of the capital shortfall determined by the competent authority, provided that the credit institution falls within the exception of Article 32(3)(d)(cc) of the BRRD Law as in force (in other words, the credit institution is not deemed by the SSM to be failing or likely to fail and such capital support will constitute precautionary recapitalisation, i.e. the support being provided is required in order to remedy a serious disturbance in the national economy and preserve financial stability). The HFSF provides the letter before the fulfilment of the conditions for the provision of the capital support set out in Article 6a of the HFSF Law, as in force, regarding the compulsory application of the burden sharing process. The above-mentioned commitment does not apply if, for any reason whatsoever, the licence of the credit institution is revoked or one of the resolution measures provided in the BRRD Law is undertaken.

Conditions for the Provision of Capital Support for the purpose of Precautionary Recapitalisation

If the voluntary measures that are provided in the restructuring plan or the amended restructuring plan cannot cover the total capital shortfall of the credit institution, as such has been determined by the competent authority, and in order to avoid a serious disturbance in the economy with negative consequences affecting citizens and in order for the state aid to be as minimal as possible, the mandatory application of the following measures may be decided by virtue of a Cabinet Act, following a proposal by the Bank of Greece, for the purpose of allocating the remainder of the capital shortfall to the holders of capital instruments and other liabilities, as deemed necessary.

The relevant measures include:

(a) the absorption of any losses by the shareholders so that the credit institution's net asset value is zero, where necessary by the reduction of the nominal value of the shares, following a decision by the competent body of the credit institution;

(b) the reduction of the nominal value of preference shares and other CET1 instruments, and following this, if necessary, of the nominal value of AT1 instruments and following this, if necessary, of the nominal value of T2 instruments and other subordinated liabilities and, following this, if necessary, of the nominal value of unsecured senior liabilities not preferred by mandatory provisions of law in order to restore the credit institution's net asset value to zero; or

(c) where the credit institution's net asset value exceeds zero, the conversion of other CET1 instruments and following this, if necessary, of AT1 instruments and following this, if necessary, of T2 instruments and following this, if necessary, other subordinated liabilities and following this, if necessary, unsecured senior liabilities not preferred by mandatory provisions of law, into common shares in order to restore the necessary capital adequacy ratio, as required by the competent authority.

The allocation is completed by the publication of the relevant Cabinet Act at the Government Gazette. Without prejudice to the above, the allocation is made according to the following sequence, which applies according to the CRR and Article 145A(1) of Banking Law, as in force:

(a) common shares and other Tier 1 instruments that fall under Article 26 of CRR;

(b) if necessary, other Tier 1 instruments that fall under Article 31 of CRR;

(c) if necessary, AT1 instruments;

(d) if necessary, T2 instruments;

(e) if necessary, all other subordinated liabilities; and

(f) if necessary, unsecured senior liabilities not preferred by mandatory provisions of law.

In case of conversion of the preference shares issued according to Article 1 of Greek law 3723/2008, as amended and in force, into common shares, the latter have full voting rights. The ownership of such common shares passes to the HFSF as of their conversion without the need for any formalities.

Any liabilities undertaken by the credit institution through guarantees granted in relation to the issue of capital instruments or liabilities of third legal entities included in its consolidated financial statements, as well as any claims against the credit institution from loan agreements between the credit institution and the above legal entities may also be subjected to the above measures.

The above Cabinet Act, following a proposal by the Bank of Greece, determines the instruments or liabilities subject to the above measures, by class, type, percentage and amount of participation, on the basis, if necessary, of a valuation by an independent valuer appointed by the Bank of Greece. The above instruments or liabilities are converted mandatorily to capital instruments in the context of a share capital increase decided by the credit institution according to Article 7 of the HFSF Law.

Exceptionally and provided there is a prior positive decision of the EC according to Articles 107 to 109 of the Treaty on the Functioning of the European Union, the above measures may not be used either in their entirety or in relation to specific instruments, if the Ministerial Cabinet decides, following a proposal of the Bank of Greece that:

(a) such measures may jeopardise financial stability; or

(b) the application of such measures may have disproportionate results, as in the case of capital support to be provided by the HFSF is small in comparison with the credit institution's risk weighted assets or when a significant part of the capital shortfall has been covered by private sector measures.

The final appraisal of the above exceptions belongs to the EC, which will decide on a case-by-case basis. On the basis of the above reasons under (a) and (b), deviations may apply to the above sequence of liabilities and the principle of equal treatment.

The above measures are deemed, for the purposes of the recapitalisation, as reorganisation measures as per the definition of Article 3 of Greek law 3458/2006, as amended and in force.

The application of the measures, voluntary or mandatory, may not in any case (a) constitute grounds for the activation of contractual clauses which apply in cases of winding-up or insolvency or the occurrence of any other event, which may be considered or treated as a credit event or may lead to the breach of contractual obligations by the credit institution or (b) be considered as non-fulfilment or breach of contractual obligations of the credit institution that gives the counterparty a right of early termination or cancellation of the agreement for a material reason. The above applies also in the case of insolvency or an event of default *vis-à-vis* third parties

by a group member when this is due to the application of the measures on its claims against another member of the same group.

Contractual clauses contrary to the above have no legal effect.

The holders of capital instruments or other claims, including unsecured senior liabilities not preferred by mandatory provisions of law of the credit institution that is subject to the above recapitalisation measures must not, following application of such measures, be in a worse financial position compared to the one they would be in if the credit institution had been wound up under normal insolvency proceedings (no creditor worse off principle). If the above principle is breached, the above holders of capital instruments and other claims, including unsecured common liabilities not preferred by mandatory provisions of law have a right to compensation from the Hellenic Republic, provided they prove that their loss, directly due to the application of the mandatory measures, is greater than the loss they would have incurred if the credit institution were placed under special liquidation. In any case, the compensation may not exceed the difference between the value of their claims following the application of the relevant measures and the value of their claims in case of special liquidation, as such value is estimated by an independent entity appointed by the Bank of Greece in order to determine whether shareholders and holders of subordinated claims would have been in a better financial position if the credit institution had been placed under special liquidation immediately before the application of the relevant decision.

The Cabinet Act which decides the application of the above mandatory measures is published in the Government Gazette and a summary thereof is published in the Official Journal of the European Union in Greek, in two daily newspapers published nationwide in the members states where the credit institution has established a branch or where it directly provides banking and other mutually accepted financial services, in the official language of such state.

The summary will include the following:

(a) the reason and legal basis for the issuance of the Cabinet Act;

(b) the legal remedies available against the Cabinet Act and the deadlines for their exercise; and

(c) the competent courts before which the above legal remedies against the Cabinet Act may be exercised.

Article 6a(11) provides that the necessary details for the application of Article 6a of the HFSF Law, as in force, regarding the application of the above mandatory measures, including the process for the appointment of the independent valuators, the content of the independent valuations and the proposal of the Bank of Greece, the valuation methods of the claims or the capital instruments being converted, the substitution option of the issuer of the instruments, the completion of the conversion as well as the details for any compensation of the instrument holders, are regulated by a Cabinet Act.

Implementation of Public Financial Stability Measures

Following the decision of the Minister of Finance pursuant to Article 56(4) and Article 2 of the BRRD Law, upon the implementation of the measure of public capital support, the HFSF is designated as the vehicle for applying Article 57 of the BRRD Law, as in force. In this case, the HFSF participates in the recapitalisation of the credit institution and receives in return the instruments set forth in Article 57(1) of the BRRD Law, as in force. The HFSF participates in the capital increase and receives in return capital instruments after the application of any measures adopted in accordance with Article2 of the BRRD Law.

Type of Capital Support

The HFSF provides capital support for the sole purpose of covering the credit institution's capital shortfall, as determined by the competent authority and up to the amount remaining uncovered, as long as such support is preceded by the application of the measures of the restructuring plan (referred to in Article 6 of the HFSF Law,

as in force), any participation of private sector investors, the European Commission's approval of the restructuring plan and either:

(a) any mandatory burden sharing measures (of Article 6a of the HFSF Law as in force), where the European Commission confirms as part of the approval of the restructuring plan that the credit institution falls within the exception of item d(cc) of Article 32 (3) of the BRRD Law (the credit institution is not failing nor likely to fail and the capital support is provided in the context of precautionary recapitalisation); or

(b) the credit institution has been placed under resolution and measures have been taken pursuant to Article 2 of BRRD Law.

The relationship framework agreement between the HFSF and the credit institution has to be duly signed before any capital support is provided. Capital support shall be provided through the participation of the HFSF in the share capital increase of a credit institution through issuance of ordinary shares or the issuance of contingent convertible bonds or other convertible instruments which shall be subscribed by the HFSF. The breakdown of the above participation of the HFSF between ordinary shares and contingent convertible bonds or other convertible instruments is defined by Cabinet Act No. 36 dated 2 November 2015, as follows:

(a) to common shares and by 75 per cent. to contingent convertible bonds up to the amount necessary to cover losses already incurred or likely to be incurred shortly in the future; and

(b) for the remaining amount that would correspond to a precautionary recapitalisation, by 25 per cent. to common shares and by 75 per cent. to contingent convertible bonds.

Contingent Convertible Bonds

General Terms

The contingent convertible bonds issued in accordance with Article 7 of the HFSF Law, as in force, are governed by Greek law and may be issued in dematerialised form and be included, following an application of the HFSF, in the electronic files of non-listed securities maintained by ATHEX.

The contingent convertible bonds are issued following a decision by the General Meeting of Shareholders before or after the completion of a share capital increase according to Article 7 of Law 3864/2010, as in force. The bonds are transferred only with the consent of the credit institution, not to be unreasonably withheld and the consent of the supervisory authorities, according to Article 7(5)(c) of the HFSF Law, as in force.

The bonds have a nominal value of €100,000 each, are issued at par and are of indefinite duration without a fixed repayment date. They are direct, unsecured and subordinated investments in the credit institution and rank at all times *pari passu* with themselves. The bonds' terms do not expressly contain events of default and as a consequence all bondholders will be able to enforce the terms of the bonds only during the liquidation procedure.

In case a credit institution is placed under special liquidation they rank:

(a) after all other claims (including those of subordinated creditors), including (indicatively) claims against the credit institution from liabilities recognised as AT1 or T2 Capital, but with the exception of Same Ranking Liabilities (the "**Higher Ranking Liabilities**"); and

(b) *pari passu* with the credit institution's common shares and any other claim, which is agreed to rank *pari passu* with the bonds ("**Same Ranking Liabilities**").

During the special liquidation of the credit institution, the bondholders, prior to any conversion date, have a right over any remaining assets of the credit institution (available for distribution after repayment in full of all Higher Ranking Liabilities) for the nominal amount of their bonds plus any accrued and unpaid interest.

Subject to any mandatory provisions of law, the bondholders do not have any set-off right, security or guarantee that may upgrade the ranking of their claim during special liquidation.

Conversion

If, at any time, the credit institution's CET1 capital ratio, calculated on a consolidated or individual basis, is below 7 per cent. ("**Activation Event**"), the credit institution must:

(a) convert the bonds by issuing to each bondholder Conversion Shares (as defined below), the number of which is determined by dividing 116 per cent. of the outstanding bonds' nominal value by the conversion price and further dividing by the percentage by which the bondholder participates in the total amount of the bond loan;

(b) procure the publication of a conversion notification towards the bondholders, informing them, among other things, of the relevant conversion date, which may not be later than one month (or earlier if required by the supervising authorities), after which date the bonds will be converted; and

(c) immediately inform the ECB, acting in the context of the SSM, of the occurrence of an Activation Event.

The above Act defines as "**Conversion Shares**" the common shares of the credit institution issued upon conversion of the bonds by dividing 116 per cent. of the specific nominal value by the price per common share of the credit institution, as set at the share capital increase taking place in accordance with Article 7 of Greek law 3864/2010, as in force.

Following their conversion as per the above, the bonds will be cancelled and may not be reissued nor may their nominal value be restored for any reason. The terms and conditions of the bonds provide for readjustments to the conversion price on standard terms in case of specific corporate actions.

The bonds are converted automatically to common shares of the credit institution if for any reason the credit institution does not pay, in full or in part, the interest due on two, not necessarily consecutive, interest payment dates.

Interest

The bonds have an interest rate equal to (a) an annual rate of 8 per cent. (the "**Initial Interest Rate**") from the issue date and up to the seventh anniversary of the issue date and (b) following this, if not repaid, the current Adjusted Interest Rate. The "**Adjusted Interest Rate**" is defined as the sum of: (a) the 7-year mid-swap rate for the relevant interest period plus (b) a margin equal to the difference between the Initial Interest Rate and the 7-year mid-swap rate applicable on the issue date.

Payment of interest (in full or in part) is exclusively at the discretion of the board of directors of the credit institution, but if paid, it is payable in cash. If the credit institution elects not to pay interest, such interest is cancelled and does not accumulate. The credit institution may not pay dividends on its common shares if it has decided not to pay interest on the preceding interest payment date.

The credit institution's board of directors may, in its absolute discretion, pay interest in the form of common shares of the credit institution. The number of common shares issued according to this option must be equal to the amount of interest divided by the price of common shares on the interest payment date (for as long as the common shares are listed in an organised market), otherwise to the value of CET1 capital corresponding to one common share as deriving from the financial statements of the credit institution most recently published prior to the payment date or the nominal value of the common share, whichever is higher. If so decided by the board of directors of the credit institution, the share capital increase takes place automatically and without any other procedural requirements or corporate decisions (including the shareholders' consent) and the corresponding

common shares are issued automatically. Any interest payment is subject to the restrictions of the maximum distributable amount according to Article 141 of the CRD Directive (Article 131 of the Banking Law).

The credit institution may, in its absolute discretion, elect to repay all or some of the bonds at any time, at their nominal value, plus any accrued and unpaid interest (excluding any cancelled interest), provided that it has received the consent required at the time according to the CRD Directive or the Banking Law and that other claims, the repayment or repurchase of which must precede, as may be determined by the CRD Directive, have been repaid. Repayment by choice of the credit institution must be in cash.

Bondholders may not request the repayment of their bonds but only their conversion into common shares on the seventh anniversary.

If, due to a legislative change, either (a) the bonds cease to be included in the credit institution's CET1 capital or (b) a tax burden arises for the credit institution in relation to the bonds, as provided for in the above Act, the credit institution may substitute all the bonds or amend their terms, without the consent or approval of the bondholders, so that they may continue to be recognised in the credit institution's regulatory capital on terms that are not materially less beneficial to the bondholders.

Disposal of Shares and Bonds

The manner and process for the disposal of all or part of the shares of a credit institution held by the HFSF within 5 years from the entry into force of Greek law 4340/2015 are determined by a decision of the HFSF. The disposal may take place in one transaction or in instalments, in HFSF's discretion, provided that the disposal takes place within the above time limit and in compliance with state aid rules. Within the above deadline the shares may not be disposed of to an undertaking that belongs directly or indirectly to the state according to the legislation in force. The five-year deadline has been extended until 1 November 2022, following the HFSF's proposal, by decision No 121/2020 of the Ministry of Finance (GG B 4739/26.10.2020).

In order to take the above decision, the General Council of the HFSF receives a report from an internationally renowned independent financial advisor with experience in such matters. The report is accompanied by a detailed timetable for the disposal of shares and justifies sufficiently the conditions and manner of disposal as well as the necessary actions for the completion of the disposal and compliance with the timetable.

The disposal takes place in a manner that is consistent with the purposes of the HFSF. Without prejudice to the relevant provisions of Regulation (EU) 2017/1129 (as amended) and Greek law 4706/2020, the disposal may take place by a public offer or an offer to one or more specific investors: (i) through an open contest or interest solicitation from selected investors; (ii) through exchange trade orders; (iii) by public offer of shares for cash or in exchange of other securities; and (iv) by book building.

The HFSF may reduce its participation in credit institutions through a share capital increase of the credit institutions by waiving or disposing of its pre-emption rights.

The HFSF Law provides specific provisions for the disposal price and reduction of the HFSF's participation in favour of a specific investor or investor group, which apply also in case of ordinary share capital increase of the credit institution under Greek law 4548/2018. The disposal price of the shares by the HFSF and the minimum share cover price for private investors shall be determined by the General Council, on the basis of a valuation report carried out by an independent financial advisor with experience in relevant matters and in particular in the valuation of credit institutions, opining that the book building process carried out in the case at issue complies with international best practice in light of the particular circumstances, and in accordance with the abovementioned report. The disposal price or acquisition price may be lower than the most recent acquisition price of the shares by the HFSF or than the current stock market price, provided that they are consistent with the purpose of the HFSF and the aforementioned independent advisor's report. In the case of sale of blocks of shares by the HFSF, the Greek Minister of Finance shall receive the relevant reports and valuations and has a right of veto if the proposed disposal price is outside the range of these valuations.

In the event the shares of the credit institution are acquired by a specific investor or investor group or the HFSF's participation is reduced by a share capital increase in favour of a specific investor or investor group, the HFSF may:

(a) invite the interested investors to submit offers, setting, at the relevant invitation, the procedure, deadlines, offer content and other terms for their submission, among which also the provision by investors, at any stage of the procedure deemed necessary, of a proof of funds and letters of guarantee;

(b) conclude a shareholders' agreement, if it deems necessary, which will govern the relationship between the HFSF and the specific investor or investor group as well as amend the framework agreement with the relevant credit institution. In that context it may be provided that the investors and/or the HFSF must maintain their holding for a specific time period; and

(c) provide a first offer and first refusal right to investors fulfilling certain criteria (such as those provided in point (d) of Article 8(5) of Greek law 3864/2010).

The investor or group of investors is selected by following assessment criteria such as the experience of the investor in the specific business and in the restructuring of credit institutions, its credibility, ability to complete the transaction and the price to be offered. The assessment criteria applicable to each process shall be notified to the interested investors prior to the submission of their binding offer.

The methodology for the disposal of shares by a public offer for the exchange of warrants issued according to Cabinet Act 38/2012 and the adjustment of their terms and conditions in the case of a share capital increase with a reverse split on terms determined by the credit institution, as well as a share capital increase without abolition of the pre-emption rights of existing shareholders, are determined by a Cabinet Act. In case of a share capital increase without abolition of the pre-emption rights of existing shareholders the adjustment may affect only the exercise price of the options embodied in the warrants. The adjustment may be up to the amount corresponding to the income of the HFSF from the sale of the pre-emption rights and takes place following the sale.

Cabinet Act No. 44/5.12.2015

Cabinet Act No. 44/5.12.2015, issued under Article 6a(11) of the HFSF Law, as amended by virtue of both Greek laws 4340/2015 and 4346/2015, replaced Cabinet Act No. 11/11.4.2014.

Cabinet Act No. 44/5.12.2015 determines the procedure for the appointment by the Bank of Greece of a valuer for the valuation of the assets and the liabilities of the credit institution in case of and prior to the implementation of the burden sharing measures of Article 6a of the HFSF Law, as well as the content and purpose of such valuation.

The aforementioned act further specifies the details for the implementation of the mandatory measures of Article 6a of the HFSF Law, as in force and the details for the determination of any compensation claimed by the holders of the capital instruments and liabilities subject to the mandatory burden sharing measures of Article 6a of the HFSF Law, as in force.

Powers of the HFSF Representative

The HFSF is represented by one director on the board of directors of a bank having received capital from the HFSF according to Greek law 3864/2010, as in force, as its representative. The HFSF representative has the following powers:

- call the general meeting of shareholders of the credit institution;
- to veto any decision of the credit institution's board of directors:

- regarding the distribution of dividends and the remuneration and bonus policy concerning the chairman, the chief executive officer and the other members of the board of directors, as well as any person who exercised general manager's powers and their deputies; or
- where the decision in question could seriously compromise the interests of depositors, or impair the credit institution's liquidity or solvency or its overall sound and smooth operation (e.g. business strategy, and asset/liability management); or
- in relation to corporate actions listed in Article 7A(3) of the HFSF Law, which might substantially influence the HFSF's participation in the credit institution's share capital;

- to request an adjournment of any meeting of the credit institution's board of directors for three business days, until get instructions are given from the Executive Committee of the HFSF (such right may be exercised until the end of the board of directors meeting);
- to call a meeting of the credit institution's board of directors; and
- to approve the appointment of the credit institution's chief financial officer.

In exercising its rights, the HFSF representative takes into account the business autonomy of the credit institution.

The HFSF has free access to the books and records of the credit institution through executives and consultants of its choice.

Evaluation of Corporate Governance

The HFSF, with the assistance of an independent consultant of international reputation and established experience and expertise, shall evaluate the corporate governance arrangements of the credit institutions with which the HFSF has signed framework agreements and especially, the board, the board committees

committees of these credit institutions which the HFSF deems necessary to evaluate for the fulfilment of its objectives. The evaluation will extend also to the individual members of the boards and the committees concerned. The HFSF shall evaluate the boards and the committees described above in particular with regards to their size, organisation structure, allocation of tasks and responsibilities assigned to their members, in view of the business needs of the banks and of needs related to the structure of the boards and committees concerned.

The HFSF, with the assistance of an independent consultant will develop criteria for the evaluation of the above elements and the members of the board of directors and such committees according to best international practices and make specific recommendations for the improvement and possible changes in the corporate governance of the credit institutions. The members of the board of directors and such committees will cooperate for the purposes of the evaluation with the HFSF and its advisors and will provide any necessary information.

Further to the criteria developed by the HFSF, the evaluation according to the HFSF Law includes certain minimum criteria for each member of the board and the committees as below: (i) at least ten years of international experience in senior management positions in banking, auditing, risk management or management of non-performing assets, from which, especially for non-executive members, three years must as a member of the board of directors of a credit institution or a company active in the financial sector or in an international financial institution; (ii) the individual is not and has not been entrusted, during the last four years prior to his appointment, in a senior public position, such as Head of State, President of the Government, senior political executive, senior governmental, judicial or military employee or in an important position such as senior executive of a public undertaking or a political party; and (iii) each individual must declare all financial connections with the bank before being appointed and the competent authority must confirm that the individual is fit and proper for the relevant position. Additional criteria defining specific skills needed for specific tasks within the board of directors will be determined by the HFSF, in cooperation with the independent consultant

under the corporate governance review. The criteria will be reviewed at least once every two years or more often if there is a material change in the Bank's financial position.

The size and the collective knowledge of the board and their committees shall reflect the business model and financial status of the credit institution. Further, the evaluation of the members and the boards and the committees shall ensure their proper size and composition. The evaluation of the structure and composition of the board and committees shall have the following minimum criteria: (i) the board of directors of the credit institutions includes as non-executive members with adequate knowledge and international experience of at least 15 years in relevant financial institutions, of which at least three years must be as members of an international banking group not operating in the Greek market. Such members must not have any relationship with credit institutions operating in Greece over the previous ten years; (ii) the aforementioned independent non-executive members chair all board committees; and (iii) at least one member of the board of directors will have a relevant expertise and international experience of at least five years in risk management or NPLs management. This individual shall focus and have as sole power the management of NPLs on board level and shall chair any special board committee of the credit institution dealing with NPLs. In case the review or evaluation of the board of directors does not meet such criteria, the HFSF will inform the board of directors and if the latter fails to take the necessary measures to implement the relevant recommendations, the HFSF shall convoke the general meeting of shareholders in order to inform it and suggest the necessary changes, while it will send the results of the evaluation to the competent supervisory authorities.

In the case that a review or evaluation determines that the subject of the review does not meet the relevant criteria, the HFSF will inform the board and, if the board does not take action to implement the recommendations, it will call a general meeting of shareholders to inform them and recommend the necessary changes. The HFSF will send the findings of the review to the competent authorities. In the case of a board or committee member that does not meet the relevant criteria, or of a board which collectively does not satisfy the recommended structure with respect to the size, allocation of tasks and expertise within the board and the necessary changes cannot be achieved otherwise, these recommendations shall include that certain board or committee members need to be replaced. In the event that the general meeting of shareholders does not agree to replace board members who fail to meet these criteria within three months, the HFSF shall publish a report on its website within four weeks naming the bank, the recommendations and the number of board members that do not meet the relevant criteria and specify the criteria that the board and its individual members do not meet. Nothing in the above changes the obligation of shareholders to ensure that the board and board committees are staffed by members with an appropriate level of experience and competence and acting in the best interests of the bank and all stakeholders.

The HFSF exercises the rights conferred upon it under the HFSF Law in an absorbing or demerged entity (such as Alpha Holdings) which emerged pursuant to a corporate transformation of Greek law 4601/2019 of a credit institution to which the HFSF has provided capital support to which it participates as a result of the corporate transformation. The HFSF also retains all its special rights described above stemming from Article 10 of the HFSF Law also over the beneficiary credit institutions which emerge due to the corporate transformation (taking place according to Greek law 4601/2019) of any credit institution which received capital support according to the provisions of the HFSF Law.

General

During the participation of the HFSF in the share capital of credit institutions, such credit institutions cannot buy their own shares without the HFSF's approval.

The HFSF may additionally provide guarantees to countries, international organisations or others, and in general proceed with any necessary action for the implementation of decisions of the Eurozone bodies in connection with the support of the Greek economy. The HFSF may provide guarantees to the credit institutions of Article 2(1) of Greek law 3864/2010 and grant security on its assets for the fulfilment of its obligations from such guarantee as well as a loan to the HDIGF, guaranteed by the credit institution that participates in the HDIGF *pro rata* to their contributions either to the Resolution Fund or the Deposits Coverage Bench, as the case

may be. The Minister of Finance by a decision may provide for any necessary detail for the implementation of the above.

PSI Programme

Within the context of implementation of the PSI Programme, a number of legislative and regulatory acts were enacted. Initially, Greek law 4046/2012 which was enacted on 14 February 2012 aimed to enable the voluntary bond exchange between the Hellenic Republic and certain private sector investors, as described in the statement of the Euro Summit dated 27 October 2011.

Greek law 4050/2012 on the rules for the amendment of debt securities issued or guaranteed by the Hellenic Republic with the bondholder's agreement, which became effective on 23 February 2012, introduced the legal framework for the amendment of eligible securities, governed by Greek law and issued or guaranteed by the Hellenic Republic by the introduction of retroactive collective action clauses and their exchange with new securities. Pursuant to said law, the proposed amendments would be considered approved by the bondholders, if bondholders of at least 50 per cent. in aggregate principal amount of the eligible securities participate in the modification process set out in the relevant invitation and at least two-thirds of the participating principal of the participating bondholders consent to the proposed modification. Finally, by virtue of said law the Ministerial Council was authorised to decide the specific terms for the implementation of the above transactions and sub-delegate the PDMA to issue invitations to the bondholders to amend and exchange the eligible debt securities with new securities.

The implementation of Ministerial Council Act No. 5 dated 24 February 2012 provided for the redemption of the eligible securities governed by Greek law, in exchange for new securities issued by the Hellenic Republic and the EFSF and governed by English law, set the specific terms of the process, defined the eligible debt securities governed by Greek law and issued prior to 31 December 2011 and specified the basic terms governing the new securities to be issued and exchanged.

Furthermore, the PDMA issued an invitation to the bondholders of the eligible debt securities, governed by both Greek and non-Greek law, seeking their consent for the amendment of the terms governing the eligible debt securities proposed by the Hellenic Republic in exchange for new securities issued by the Hellenic Republic and the EFSF and governed by English law and specified the terms of the process. The invitations, according to Greek law 4050/2012, included, among others, terms relevant to: the eligible bonds and other terms such as subdivisions of the bonds, the proposed amendments, grace period, currency, terms and methods of payment, repayment and repurchase, termination reasons, negative obligations of the Bank (negative pledges), rights and obligations of the trustee acting for the bondholders, etc.

Finally, the Ministerial Council Act No. 10 dated 9 March 2012 approved and ratified the decision of the Bondholders of the eligible debt securities governed by Greek law to consent to the proposed amendments in accordance with the applicable legal framework, as such consent was confirmed by the Bank of Greece, in its capacity as process manager. Pursuant to Greek law 4050/2012, following publication of the above approving decision of the Ministerial Council, the proposed amendment became binding on all holders of eligible debt securities and supersedes all contrary provisions of Greek law, regulatory acts or contractual terms.

The PDMA also issued parallel invitations to holders of designated securities issued or guaranteed by the Hellenic Republic and governed by a law other than Greek law, to consent to the amendment of the terms of such designated securities and exchange them for new securities issued by the Hellenic Republic and the EFSF and governed by English law, in accordance with the terms of the invitation and the law and contractual terms governing said designated securities.

Subsequently, with Ministerial Decision No. 2/20964/0023A the details for the implementation of the amendment of the terms of the eligible securities and the issue of new securities were decided.

Debt Buy-Back

The PDMA announced the terms of the buy-back on 3 December 2012.

The offer entailed the exchange of 20 designated bonds which were issued by the Hellenic Republic within the framework of the PSI and were governed by English law (of a total outstanding nominal amount of €62 billion), for up to €10 billion aggregate principal amount of 6-month, zero-coupon, EFSF notes governed by English law, under a separate modified Dutch auction for each series of designated bonds. The purchase prices set in the modified Dutch auction ranged between 30.2 per cent. and 40.1 per cent. depending on the designated bonds' maturity.

More particularly, for each €1,000 principal amount of a designated bond, the bondholder would receive: (a) EFSF notes with a principal amount equal €1,000 multiplied by the purchase price (expressed as a percentage to be applied to the principal amount of the relevant designated bond) selected by the Hellenic Republic for that series of designated bonds under the modified Dutch auction; and (b) EFSF notes with the principal amount equal to the amount of the accrued unpaid interests to but excluding the settlement date on that series of designated bonds (subject to rounding).

The exchange was settled on 11 December 2012 and the Hellenic Republic finally exchanged €11.3 billion value of EFSF notes for €31.8 billion value of designated bonds, resulting in a reduction of the debt to GDP ratio by 9.5 per cent., below the originally targeted 11 per cent.

Interest Rates

Under Greek law, interest rates applicable to bank loans are not subject to a legal maximum, but they must comply with certain requirements intended to ensure clarity and transparency, including with regard to their readjustments. Specifically, the Act of the Governor of the Bank of Greece No. 2501/31.10.2002 regarding customer information requirements on the terms of their transactions with credit institutions provides that credit institutions operating in Greece should, among other things, determine their interest rates in the context of the open market and free competition rules, taking into consideration the risks undertaken on a case-by-case basis, potential changes in the financial conditions and data and information specifically provided by counterparties for this purpose.

Furthermore, the Decision of the Banking and Credit Committee of the Bank of Greece No. 178/3/19.7.2004 clarifies the Acts of the Governor of the Bank of Greece Nos. 1087/1987, 1216/1987, 1955/1991, 2286/1994, 2326/1994 and 2501/2002 concerning the determination of interest rates and customer information by credit institutions. Specifically, this decision expressly provides that the determination of the maximum limit for banking interest rates by administrative authorities, or their correlation with the maximum limit for non-banking interest rates, is not compatible with the principles governing the monetary policy of the European central bank system. Banking interest rates are freely determined taking into consideration the estimated risks on a case-by-case basis, the conditions on financial markets from time to time and the general obligations of the banks from the provisions governing their operation.

Limitations apply to the compounding of interest. In particular, the compounding of interest with respect to bank loans and credits only applies if the relevant agreement so provides and is subject to limitations that apply under Article 30 of Greek law 2789/2000, as in force and Article 39 of Greek law 3259/2004, as in force. It is also noted that with respect to interest of loans and other credits, Greek credit institutions must also apply Article 150 of Banking Law, which, notwithstanding the accounting treatment under the applicable accounting standards, precludes credit institutions to account for interest income from loans which are overdue for more than a 3-month period, or six months in the case of loans to natural persons secured by real estate.

Moreover, according to Article 150(2) of Banking Law it is prohibited to grant new loans for the repayment of overdue interest or to enter into debt settlement having a similar result, unless such actions are taken in the context of an agreement for the settlement of the entirety of the debts of the borrower, which shall be based on a detailed examination of the borrower's capacity to fulfil the undertaken obligations under specific timeframes.

Furthermore, compounding of interest is prohibited unless provided so in the initial relevant agreement of a medium-long term financing or in the relevant debt settlement agreement.

Secured Lending

According to Article 11 of Banking Law, among the activities that Greek credit institutions are permitted to engage is lending including, *inter alia*: consumer credit, credit agreements relating to immovable property, factoring, with or without recourse, and financing of commercial transactions (including forfeiting).

The provisions of legislative decree 17.7/13.08.1923 regulate issues regarding the granting of loans secured by in rem rights and Greek law 3301/2004, as amended and in force, regulates issues regarding financial collateral arrangements.

Mortgage lending is extended mostly on the basis of mortgage pre-notations, which are less expensive and easier to record than mortgages and may be converted into full mortgages upon final non-appealable court judgment.

Directive 2014/17/EU on credit agreements for consumers relating to residential immovable property lays down a common framework for certain aspects of the laws, regulations and administrative provisions of the Member States concerning agreements covering credit for consumers secured by a mortgage or otherwise relating to residential immovable property, including an obligation to carry out a creditworthiness assessment before granting a credit, as a basis for the development of effective underwriting standards in relation to residential immovable property in the Member States, and for certain prudential and supervisory requirements, including for the establishment and supervision of credit intermediaries, appointed representatives and non-credit institutions. Greece transposed Directive 2014/17/EU into national legislation by means of Greek law 4438/2016 (Government Gazette issue A' 220/28.11.2016).

Relationship Framework Agreement

For the realisation of the objectives and the exercise of the rights of the HFSF, the HFSF determines the relationship framework agreement or the amended relationship framework agreement, as the case may be, with all credit institutions that are or have been beneficiaries of financial assistance provided by the EFSF and the ESM. Moreover, the HFSF exercises the special rights stemming from relevant relationship framework agreements concluded under Article 6, paragraph 4 of the HFSF Law in the beneficiary credit institution that emerged through the transfer of the banking sector, via partial demerger or spin-off, in the context of a corporate transformation governed by Greek law 4601/2019 of the credit institution that has received capital support from the HFSF. The credit institutions that are parties to such relationship framework agreement provide to the HFSF all information that the EFSF or the ESM might reasonably ask for, with a view to the HFSF transmitting such information to the EFSF or the ESM, except if the HFSF informs the credit institutions that they are under the obligation to transmit said information directly to the EFSF or the ESM.

Alpha Holdings and the HFSF have entered into a Relationship Framework Agreement (the "**RFA**"), in accordance with the provisions of the Memorandum of Economic and Financial Policies and the provisions of the HFSF Law. The RFA was originally entered into force on 12 June 2013 but was subsequently replaced by a new RFA (the "**New RFA**") entered into on 23 November 2015. In the context of the Hive Down, the New RFA was transferred to the Bank as part of such banking sector. There is an obligation to negotiate in good faith with the HFSF any amendments to the New RFA in order to preserve the rights of the HFSF at both the level of Alpha Holdings and the Bank subject to applicable law.

In addition to the above-mentioned powers, by virtue of the New RFA and for the period which the HFSF holds shares of Alpha Holdings, the HFSF's appointed representative on the Board of Directors of the Bank has the power, among other things, to include items in the agenda of the General Meeting of their ordinary shareholders, of their Board of Directors and of their committees in which the representative participates. The same rights are given in relation to both Alpha Holdings and the Bank under the HFSF Law. In addition, in accordance with the New RFA, the HFSF's Representative is appointed as a member of each of the Board Committees (including in

the Audit, Risk Management, Remuneration, Corporate Governance and Nominations Committee). Such HFSF's Representative has the right to include items in the agenda of the meetings of the committee in which he participates and to request the convocation of such committee within seven (7) days of his written request to the chairman of the relevant committee. The HFSF has also appointed an observer who will participate in all Committees of Alpha Holdings and the Bank (but will have no voting rights), as well as in the Board of Directors of Alpha Holdings and the Bank.

Under the New RFA, the Bank's decision-making bodies will continue to determine independently their day-to-day business, commercial strategy and policy. The New RFA remains in force for as long as the HFSF holds shares in Alpha Holdings, irrespective of the percentage of its holding. The New RFA may be amended pursuant to the HFSF Law, as in force.

The HFSF may grant a "resolution loan" (as defined in the Financial Facility Agreement of 19 August 2015) to the HDIGF for the purposes of funding bank resolution costs, subject to the provisions of the above-mentioned Financial Facility Agreement and in compliance with EU rules on state aid. For the repayment of such loan the credit institutions participating in the HDIGF are liable as guarantors at the ratio of their contribution either in the resolution scheme or in the deposit guarantee scheme, as the case may be. The amount, the time and the manner of drawdown on such loan, as well as any other necessary matter in connection therewith, are determined on an ad hoc basis by a decision of the Minister of Finance, following a request by the HDIGF and the opinion of the Bank of Greece.

Restrictions on the Use of Capital

The compulsory commitments framework of the Bank of Greece is in line with Eurosystem regulations. Reserve ratios (the level of minimum deposits that credit institutions are required to hold on account with their national central bank, which is calculated in accordance with Regulation (EU) 2021/378 of the European Central Bank of 22 January 2021 on the application of minimum reserve requirements (recast) (ECB/2021/1), repealing as of 26 June 2021 Regulation (EC). 1745/2003 of the ECB of 12 September 2003 on the application of minimum reserves (ECB/2003/9).are determined by category of liabilities at 1 per cent. for all categories of liabilities comprising the reserve base, with the exception of the following categories to which a zero ratio applies:

- deposits with agreed maturity over two years;
- deposits redeemable at notice over two years;
- repos; and
- debt securities with agreed maturity over two years.

This requirement applies to all credit institutions.

Restrictions on Enforcement

According to Greek law 4224/2013 and the Cabinet Act No. 6 of 17 February 2014, as amended by Cabinet Act No 20 of 14 August 2015 and replaced by Greek law 4389/2016 (art. 72 to 98), as amended and in force, an intergovernmental Council for the Management of Private Debt was established (the "**Council**"). The Council is composed of the Ministers of Finance, Development and Tourism, Justice, Transparency and Human Rights, Labour, Social Security and Welfare, and Finance and introduces and monitors the necessary actions for the creation of a permanent mechanism for the resolution of the non-serviced/performing private debt of individuals, legal entities and undertakings.

Moreover, according to the provisions of Greek law 4224/2013, as amended and in force, the Council provided a definition of "cooperating borrower" specifying when a borrower is classified as cooperating towards his/her lenders and assessed a methodology for determining "reasonable living expenses". A "debtor" is considered cooperating if: (i) it provides its creditor with its own or its representative's full and up-to-date contact details;

(ii) it is available to communicate with its creditor and reverts with honesty and clarity on its creditor's calls and letters within 15 business days; (iii) it notifies its creditor fully and honestly of its current economic condition within 15 business days from any change thereto or from the relevant creditor's request; (iv) it communicates fully and honestly to its creditor any information that may significantly impact its economic condition within 15 business days from the date it obtained such information; and (v) it consents to explore any alternative options for the restructuring of its debt.

Greek law 4224/2013, as in force, in conjunction with ministerial decision no. 5921/2015, provides that the consumer ombudsman will act extra judicially as mediator solely for the amicable settlement of the dispute between lenders and borrowers for the purpose of settling non-accruing loans within the framework of the Banks' Code of Conduct for the management of non-accruing loans.

Bank of Greece has published a new regulatory framework concerning the management of loans in arrears and non-accruing loans and specifically:

- Executive Committee Act No. 42/30.5.2014, as amended by Executive Committee Acts No. 47/9.2.2015 and No. 102/30.08.2016 determined the framework of obligations of the credit institutions in relation to the administration of loans in arrears and NPLs, providing for an independent unit of each credit institution for the administration of such loans, the establishment of a separate procedure for the administration thereof supported by appropriate IT systems and periodic filing of reports to the management of the credit institutions and the Bank of Greece; and

- Executive Committee Act No. 42/30.5.2014 was supplemented by Credit and Insurance Committee Decision No. 116/1/25.8.2014 of the Bank of Greece "Introduction of a Code of Conduct" under Greek law 4224/2013, as further amended by Credit and Insurance Committee Decision No. 148/10/05.10.2015 and as revised by Credit and Insurance Committee Decision No. 195/1/29.07.2016, as in force regarding the Revision of the Code of Conduct under Greek law 4224/2013 (the "**Code of Conduct**").

Executive Committee Act No. 42/30.5.2014, as in force, lays down a special framework of requirements for credit institutions' management of past due and non-accruing loans, in the framework of the provisions of Banking Law, CRR and the relevant Bank of Greece decisions. This framework imposes, among other things, the following obligations on credit institutions:

(a) to establish an independent arrears and NPLs management ("**ANPLM**") function;

(b) to develop a separate, documented ANPLM strategy, the implementation of which will be supported by appropriate management information systems and procedures; and

(c) to establish regular reporting to the management of the credit institution and the Bank of Greece.

The Code of Conduct lays down general principles of conduct and introduces best practices, aimed to strengthen the climate of confidence, ensure engagement and information exchange between borrowers and lending institutions, so that each party can weigh the benefits or consequences of alternative forbearance or resolution and closure solutions for loans in arrears for which the loan agreement has not been terminated, with the ultimate goal of working out the most appropriate solution for the case in question. The Code of Conduct is applied by credit institutions supervised by the Bank of Greece, as well as by all financial institutions of Article 4 of the CRR and by Receivables Management Companies and Receivables Acquisition Companies of Greek law 4354/2015 ("**Receivables Law**"), as in force. Furthermore, the debtors subject to the Code of Conduct may be natural persons, professionals or enterprises, regardless of their legal form.

Each institution falling within the framework of the Code of Conduct has to implement, *inter alia*, an Arrears Resolution Procedure (hereinafter "**ARP**"), a detailed record with categorisation of loans and borrowers, in which the details of the examination procedure of the objections are recorded, and to establish an Objections Committee composed of at least three of its senior executives.

In dealing with cases of borrowers in arrears or pre-arrears, every institution shall apply an ARP involving the following steps:

Step 1: Communication with the borrower

Step 2: Collection of financial and other information

Step 3: Assessment of financial data

Step 4: Proposal of appropriate solutions to the borrower

Step 5: Objections review procedure

It should be noted that the Bank of Greece will not deal with individual cases of disputes between creditors and borrowers that may arise from the implementation of the Code of Conduct. Furthermore, Articles 1 to 3 of Receivables Law, as replaced by Article 70 of Greek law 4389/2016 and as further amended by Greek laws 4393/2016, 4472/2017 and 4549/2018, as well as Executive Committee Act No. 118/19.5.2017 of the Bank of Greece, as amended and in force, establish the framework for the management and transfer of claims from loans that can include NPLs by setting the requirements for the operation of loan management companies and loan transfer companies.

On 20 March 2017, the ECB published final guidance on NPLs. The guidance outlined measures, processes and best practices which banks should incorporate when tackling NPLs. Moreover, on 15 March 2018, the ECB published an addendum to the ECB's guidance to banks on NPLs. The addendum supplemented the qualitative NPL guidance and specified the ECB's supervisory expectations for prudent levels of provisions for new NPLs.

Under Ministerial Decision 2/94253/0025 as published in Government Gazette 5960/08.01.2018, credit institutions and borrowers (natural persons and businesses) may settle their loans under Article 103 of Greek law 4549/2018, as recently amended by Greek law 4597/2019, which are guaranteed by the Greek state, in accordance with the provisions of Greek laws 2322/1995 and 4549/2018 and their delegated ministerial decisions without the intervention of the Greek state.

Specific restrictions on enforcement against an individual debtor's primary residence may apply following a debtor's submission to recently introduced Greek law 4605/2019 (published in Government Gazette No. 52/01.04.2019) as adopted by the Greek Parliament on 29 March 2019. For a detailed description, see "– *Settlement of amounts due by over-indebted individuals under Greek law 3869/2010—protection of main residence of the debtor*".

Management and/or transfer of loans

Greek law 4354/2015 (Articles from 1 to 3), as amended and in force ("**Receivables Law**"), in conjunction with Executive Committee Act No. 118/2017 of the Bank of Greece, as amended and in force, provides the framework for the management and the transfer of receivables from both performing and non-performing loans and credits.

According to Article 1(1) of the Receivables Law, the management of receivables stemming from loan agreements and credits that have been granted by credit or financial institutions is only assigned to (a) *société anonymes* of a special and exclusive purpose established in Greece; and (b) entities domiciled in a Member State of the European Economic Area, provided that they have a permanent establishment in Greece through a branch with the purpose of managing claims from loans and credits.

The above entities shall obtain a special licence from the Bank of Greece, subject to governance and organisational requirements imposed by the Receivables Law and shall be subject to the supervision of the Bank of Greece. These entities are further registered with special registries held with the General Commercial Registry and are governed by the provisions of the Receivables Law and the Greek law 4548/2018, as amended and in force. Moreover, the application to the Bank of Greece for the granting of the special licence referred to

above must be accompanied with certain information including, *inter alia* (a) the articles of association of the applicant company, as amended and in force, (b) the identity of the natural or legal persons holding directly (or indirectly, namely by exercising control through intermediary legal entities), a participation percentage or voting rights equal to or more than ten per cent. of the applicant company's share capital, (c) the identity of the natural or legal persons who, although not falling under (b) above, exercise control over the company through a written agreement or otherwise or by acting jointly, (d) the identity of the members of the board of directors or management, (e) certain questionnaires filled in by the shareholders and the directors of the applicant company in order to assess their capacity and suitability for this position ('fit-and-proper' test), (f) the organisational chart and internal documented procedures of the applicant, (g) the applicant's business plan and (h) a detailed report recording thoroughly the main methods and principles ensuring the successful reorganisation of the loans.

Irrespective of the above, the Bank of Greece may request any additional information that it considers important for the assessment of the application. The shares of the applicant company shall be registered shares.

Under the Receivables Law, the transfer of claims from loan agreements and credits that have been granted by credit or financial institutions can only take place by way of sale by virtue of a relevant written agreement and only to the following entities which:

(a) are *société anonymes* that according to their articles of association may acquire claims from loans and credits, have their registered seat in Greece and are registered with the General Commercial Registry;

(b) are domiciled within the EEA, which according to their articles of association may proceed to the acquisition of claims from loans and credits, subject to the EU legislation.; or

(c) are domiciled in third countries, which according to their articles of association may proceed to the acquisition of claims from loans and credits, subject to the EU legislation and have the discretion to be established in Greece through a branch, provided that: (i) their registered seat is not located in a state having a privileged tax regime, as such term is determined in the regulatory acts issued from time to time pursuant to Greek law 4172/2013, as in force ("**Greek Income Tax Code**") and (ii) their registered seat is not located in a non-cooperative state, as such term is determined in the regulatory acts issued from time to time pursuant to the Greek Tax Income Code.

The purchase of the aforementioned receivables is valid only to the extent that a relevant management agreement has been entered into between an entity falling within one of the categories under (a), (b), or (c) above and an entity for the management of claims that has been licensed and is supervised by the Bank of Greece pursuant to the Receivables Law. Entering into a management agreement is always required for every subsequent transfer of such receivables.

The Executive Committee Act No. 118/19.05.2017 of the Bank of Greece, as amended by the Executive Committee Acts No. 153/08.01.2019 and 179/06.11.2020 of the bank of Greece, and as may be further amended from time to time, sets out in detail the rules on the establishment and operation of companies acquiring and/or managing receivables from loans and credits under the Receivables Law.

The aforesaid Act lays down in detail the procedure for the granting of a licence to these companies, the prudential supervision requirements, as well as the main principles for the organisation and corporate governance of the aforementioned entities, including the data and report to be submitted to the Bank of Greece on a periodic basis, the fees to be paid to the Bank of Greece, as well as the liabilities of credit institutions which assign the management or transfer receivables under the Receivables Law.

Solvency II

Directive 2009/138/EC on the taking-up and pursuit of the business of Insurance and Reinsurance ("**Solvency II**") of 25 November 2009, is a fundamental review of the capital adequacy regime for the European insurance sector business. The Solvency II Directive was amended by Directive 2014/51/EU of the European Parliament and of the Council of 16 April 2014 (the "**Omnibus II Directive**") (jointly referred to as the "**Solvency II**

framework"), and supplemented by the Delegated Regulation (Delegated Regulation (EU) 2015/35) containing implementing rules for Solvency II, as well as Delegated Regulation 2016/467, amending Commission Delegated Regulation (EU) 2015/35, concerning the calculation of regulatory capital requirements for several categories of assets held by insurance and reinsurance undertakings. Greece transposed the Solvency II framework by virtue of Greek law 4364/2016, which sets out the regulatory requirements for insurance and reinsurance undertakings operating in Greece, the relevant supervisory regime and the resolution and liquidation framework for insurance undertakings.

Solvency II repealed the previously applicable regime under Solvency I and is aimed at creating a new solvency framework under which the financial requirements that apply to an insurance company, reinsurance company and insurance group better reflect such company's specific risk profile. Solvency II introduces economic risk-based solvency requirements across all Member States for the first time. While Solvency I included a relatively simple solvency formula based on technical provisions and insurance premiums, Solvency II introduces a new "total balance sheet" type regime where insurers' material risks and their interactions are considered. In addition to these quantitative requirements ("**Pillar I**"), Solvency II also sets requirements for governance, risk management and effective supervision ("**Pillar II**"), and disclosure and transparency requirements ("**Pillar III**").

Pursuant to Pillar I, specific risk-based solvency capital requirements are introduced and the insurers are required to hold capital against market, credit and operational risk. Law 4364/2016, as amended and in force, sets out specific rules for the calculation of own funds, the valuation of assets and liabilities and the valuation of technical provisions. In particular, with respect to own funds calculation, the resources held by insurance or reinsurance companies must be sufficient in order to cover both a Minimum Capital Requirement ("**MCR**") and a Solvency Capital Requirement ("**SCR**"). The SCR shall be calculated on the basis of the company's assets and liabilities, either by using a standard model or by developing an internal model adjusted to the needs of each company following approval by the supervisory authority (i.e. the Bank of Greece).

Pursuant to Pillar II, strict requirements with regard to identification, measurement and proactive management of risks have been established through the introduction of "Own Risk and Solvency Assessment" ("**ORSA**"). ORSA shall be used for the valuation and assessment of risks that may be incurred by an insurance or reinsurance company depending on its risk profile and their impact on the company's solvency. An internal risk management control system shall also be introduced in the daily functions of insurance and reinsurance companies and the companies shall be required to report the way in which they undertake the risk management exercise and demonstrate how this affects their business activity and decision making procedures. Outsourcing of insurance or reinsurance activities to individuals or legal persons is permitted (subject to certain exceptions), but it does not discharge the company from its civil, penal, administrative and other obligations that are set out in Law 4364/2016.

Pursuant to Pillar III, an extensive and detailed reporting of financial and risk information is required to facilitate the supervisory review process through which the supervisor shall evaluate insurers' and reinsurers' compliance with the laws, regulations and administrative provisions adopted under the Solvency II framework and any implementing measures. In this context, the insurance and reinsurance undertakings are required to publish, on an annual basis, a report regarding their solvency and financial condition. Moreover, in the case of crucial developments that have affected their MCR or SCR, insurance or reinsurance companies may be required to disclose the amount of such variation and announce any corrective measures that they purport to apply.

The Bank of Greece, in its capacity as supervisory authority, is responsible for the proper operation of the insurance and reinsurance market and the implementation of the new regulatory framework on a preventive, corrective and suppressive basis. The Bank of Greece exercises financial supervision on insurance and reinsurance companies operating in Greece, in order to confirm their solvency in accordance with the provisions of Greek law 4364/2016. Moreover, it evaluates, on a regular basis, the corporate governance principles applied by the supervised entities, their capital adequacy, including the quality and adequacy of own funds, their technical provisions, their risk assessment process and the companies' ability to identify risks and adjust the decision-making process accordingly. The Bank of Greece may request to be provided with any information that

is considered necessary to exercise its powers and it may impose on the insurance and reinsurance companies additional capital requirements under exceptional circumstances, as set out under Article 26 of Greek law 4364/2016.

Derivatives Transactions—European Market Infrastructure Regulation

In order to address the roots of the financial crisis, the G20 countries committed to address risks related to the derivative markets. In order to make that commitment effective, the European Parliament and the European Council have adopted a regulation that requires OTC derivative contracts to be cleared, derivative contracts to be reported and sets a framework to enhance the safety of central clearing counterparties ("**CCP**") and for Trade Repositories ("**TR**"). Regulation (EU) No. 648/2012 ("**EMIR**") of the European Parliament and of the Council of Europe of 4 July 2012, on OTC derivatives, CCPs and TRs entered into force on 16 August 2012 and is directly applicable in all the Member States. EMIR has been supplemented by several Commission Delegated Regulations, including Regulations (EU) 148/2013 to 153/2013, 1002/2013 and 1003/2013, 285/2014, 667/2014, 2016/2251, 2017/104 and 2017/323. EMIR was amended by Regulation (EU) 2019/834, which applies as of 17 June 2019, with some exemptions.

Extrajudicial debt settlement mechanisms

Extrajudicial debt settlement mechanism for businesses under Greek law 4469/2017 (applications submitted until 30 April 2020)

Greek law 4469/2017 provided for an extrajudicial procedure for settling debts towards any creditor, which derived from the debtor's business activity or other cause, *provided that* the settlement of those debts is considered vital by the participants in order to secure the debtor's business viability. Applications under the framework of Greek law 4469/2017 could be submitted electronically to the Special Private Debt Management Secretariat ("**EGDICH**") by 30 April 2020 on the dedicated electronic platform in EGDICH's website.

The approval of the debt restructuring proposal required the debtor's consent and the formation of a majority of 3/5 of participating creditors, which includes 2/5 of participating creditors with special privilege.

The extrajudicial procedure is concluded by the execution of a debt restructuring agreement between the debtor and consenting creditors, otherwise the procedure is deemed unsuccessful. Certain specific types of claims and creditors whose claims do not exceed certain thresholds are excluded from the scope of this extrajudicial procedure and are not bound by the debt restructuring agreement. The debtor or a participating creditor may submit an application for ratification of the debt restructuring agreement to the Multi-Member Court of First Instance of the debtor's registered seat. The ratification decision is binding upon the debtor and all creditors, regardless of their participation in the negotiations of or their consent as to the debt restructuring agreement.

In case the debtor fails to pay any amount due to any of the creditors in accordance with the terms of the debt restructuring agreement for more than 90 days, the creditor has the right to request cancellation of the agreement towards all parties, by submitting a petition to the court which ratified the debt restructuring agreement, or, in case the debt restructuring agreement has not been ratified by a court, to the Multi-Member Court of First Instance of the debtor's registered seat.

It is noted that, when a debtor, who is deemed to be in a state of present or imminent inability to fulfil its financial obligations, has debts towards several credit or financial institutions or credit servicing firms under Greek law 4354/2015, which have acquired or manage overdue receivables of that same debtor; such entities may cooperate to submit a common proposal to this debtor, in order to reach a sustainable solution. By means of joint ministerial decision no. 130060/29.11.2017, as applicable, a simplified procedure was introduced for businesses eligible to apply for an extrajudicial debt settlement mechanism under Greek law 4469/2017, with total debt up to €300,000.

In case of a business debt settlement process pursuant to Greek law 4469/2017, any individual and collective enforcement measures against the debtor, pending or not, for the satisfaction of claims, the settlement of which is pursued through the extrajudicial debt settlement, are automatically suspended for a 90-day period, starting from the date on which the invitation for participation in the procedure is sent by the coordinator to the creditors. The above suspension includes any request for preventive measures and the registration of a prenotation of mortgage, unless the taking of preventive measures aims at the prevention of the depreciation of

the debtor's business due to the disposal of its assets. In case of non-completion of the extrajudicial procedure within the 90-day suspension period, due to extensions granted to creditors for the taking of actions, the suspension of enforcement and preventive measures is extended until the completion of the extrajudicial procedure, and only with respect to those creditors. If an extension is requested after the 90 days have lapsed, the suspension applies to the creditor requesting the extension and for as long as that extension is in force. The above suspension ceases automatically in case: (i) the procedure is terminated without success due to lack of quorum or for any reason whatsoever, or (ii) a decision is taken by the majority of the participating creditors to that effect.

The out-of-court debt settlement process pursuant to the Insolvency Code (entry into force from 1 June 2021)

The new out-of-court debt settlement process pursuant to the Insolvency Code, which came into effect on 1 June 2021, replaces the procedure of the Insolvency Code. Within the context of the out-of-court debt settlement process provided for by the Insolvency Code, individuals or legal entities, eligible to be declared bankrupt, may apply online to the Special Secretariat for Private Debt Management of Ministry of Finance through an electronic platform for the settlement of their debt towards: (a) financial institutions, including servicers, (b) the Greek state, and (c) social security institutions, subject to certain exemptions (*e.g.*, a debtor may not file an application for the opening of an out-of-court debt settlement process in case 90% of its total debts is to a single financial institution). It is noted that investment service providers, undertakings for collective investment in transferable securities, alternative investment funds and their managers, credit, financial and (re-) insurance institutions constitute entities falling outside the scope of the Insolvency Code, and thus, may not apply as debtors for the opening of the out-of-court debt settlement process.

Creditors that are financial institutions may accept the invitation for debt settlement, and submit a settlement proposal to the debtor. Subsequently, a restructuring agreement is executed provided the debtor and the majority (60%) (in terms of the value of the relevant claims) of the participating creditors who are financial institutions and participating secured creditors representing at least 40% of the total secured claims of the financial institutions, consent. The results of such settlement apply to all financial institutions. If the proposal provides for debt settlement against the Greek state and social security institutions, such creditors are deemed to have automatically consented, subject to certain requirements being fulfilled.

The process may also be initiated by the creditor(s), at their own discretion, upon service of an invitation to the debtor to apply for the opening of such procedure within 45 days as of such invitation. The lapse of this period without the filing of a relevant application by the debtor terminates the process.

All actions under the Banks' Code of Conduct, *i.e.*, Act no. 195/2016 of the Governor of the Bank of Greece, issued under Article 1 of Greek law 4224/2013, are automatically suspended as of the filing of the out-of-court debt settlement application and so long as such process is not terminated. As of the conclusion of a restructuring agreement all enforcement actions and measures, pending or not, are also automatically suspended, with the exemption of the auctions scheduled to take place within three (3) months as of the filing date of the application by the debtor and of any relevant preparatory procedural action of the auction by a secured creditor, including foreclosure. Should a restructuring agreement not be signed by the debtor and the participating creditors within (2) two months as of the application filing date, excluding the period from 1st to 31st August 2021, the process is terminated without success. The restructuring agreement can be terminated by any creditor whose claims are covered by the restructuring if the debtor is in default on the payment of an aggregate amount equal to either three payment instalments or 3% of the total amount due under the restructuring agreement. Termination of the restructuring agreement results in the reinstatement of the debtor's liabilities vis-à-vis the terminating creditor that become due and payable to the pre-settlement debt amount less any amount already paid under the settlement. Such termination does not affect the legal position of the debtor vis-à-vis other creditors covered by the restructuring.

It is noted that the performance of debts secured with a mortgage on the main residence of the debtor may be partially subsidised by the Greek state, subject to certain conditions. The subsidy is provided for five years, commencing on the application submission date. The subsidy requirements include, *inter alia*, a *de minimis* provision regarding the amounts owed to financing institutions, the Greek state and social security institutions (set at €20,000), as well as a cap to the amounts owed to each creditor (set at a €135,000 for individuals and a maximum of €215,000 per household). Finally, under Article 30 of the Insolvency Code financial institutions have the option of cooperating as to their common debtors by establishing common policies regarding, indicatively, the conditions of processing and approval of applications, a procedure of automated processing, the establishing of notification mechanisms for clients susceptible to financial hardship. Additionally, financial institutions have the option of amending the terms of loans guaranteed by the Greek State, indicatively with

respect to their duration, interest rate, and the amount and frequency of instalments; without any quantitative increase of the guarantee liability and shall be applied otherwise and only in accordance with paragraphs 3 and 4 of Article 60.

Early warning mechanism and debtors' service centres (entry into force from 1 June 2021)

Greek law 4738/2020 introduces an early warning electronic mechanism for natural and legal persons, aiming to detect circumstances which could lead to their insolvency and creation of non-sustainable debts. The early warning mechanism, which is supervised by the Special Secretariat for Private Debt Management of Ministry of Finance, provides for the classification of debtor applicants into three risk levels (low, medium and high). Following the classification process, any natural person with no income from business or freelance activity classified as of medium or high risk, may contact the competent Borrowers' Service Centres or the Borrowers' Support Service Offices so that they receive free, specialised advice relating to the status of their debts and the possible settlement options under the Insolvency Code. The same applies for debtors with income from freelance activity and debtors with income from business activity, natural or legal persons, which can seek free, specialised advice by the respective Professional Chambers or Associations or Institutional Social Partners.

Settlement of business debts under Greek law 4307/2014 and the Insolvency Code.

Greek law 4307/2014 provided for urgent interim measures for the relief of private debt, especially the settlement of debt of viable small businesses and professionals towards financing institutions (namely credit institutions, leasing and factoring companies, supervised by the Bank of Greece), the Greek state and social security institutions, as well as for emergency procedures for the rehabilitation ("*εξυγίανση*" in Greek) or liquidation of operating over-indebted but viable businesses, provided certain pre-conditions were met. In particular, this law introduced provisions on: a) incentives to small businesses and professionals, as well as to financing institutions for the settlement/write-off of private debt; b) debt relief and settlement of small businesses and professionals to the Greek state and social security institutions; c) an extraordinary debt settlement process as to corporate debts (binding on all creditors); d) an extraordinary special administration process; and e) the establishment of a committee to monitor and coordinate the implementation of the measures adopted with a view to their rapid and effective implementation.

Natural or legal persons with bankruptcy capacity and their centre of main interests in Greece, including small businesses and professionals, could file an application for the opening of an extraordinary debt settlement process. In particular, such debtors, could file a petition to the competent court (the Single-member Court of First Instance of the debtor's centre of operations) for the settlement of their debts, *provided that* their creditors consent and the petition is filed along with a restructuring agreement co-signed by such creditors. The law provides that the consenting creditors should represent at least 50.1% of the total claims, including at least 50.1% of secured creditors with *in rem* security rights or special privilege or with any other form of security right resulting from a security agreement over assets on 30.06.2014 (*i.e.*, pledge, assignment of claim, pledge under the provisions of Greek law 2844/2000, or prenotation of mortgage), including at least two financing institutions, if the debtor has been financed by more than one financing institution, and such creditors should represent (at least) 20% of such debtors' total liabilities, in accordance with the Greek General Accounting Plan (presidential decree no. 1123/1980) or in accordance with International Accounting Standards.

If ratified by the court, the restructuring agreement was binding on all creditors, and a 12-month suspension of collective enforcement measures, including the debtor's declaration of bankruptcy, was imposed by law, starting from the publication of the said decision. If provided for in the restructuring agreement, any (individual or collective) actions could be suspended for a maximum duration of three months, starting from publication of the court's ratification decision. The deadline for filing such applications lapsed on 31 March 2016.

Additionally, Greek law 4307/2014 provided for an extraordinary special administration process, with regard to natural persons or legal entities with bankruptcy capacity, that have their centre of main interests in Greece are, among other conditions, unable to repay their due debts in a general and permanent manner. This process intended to facilitate the sale of the debtor's business as a going concern, or the sale of individual business sectors and of individual assets, which do not constitute business sectors.

However, as of 1 March 2021 Articles 68 to 77 of Greek law 4307/2014 on special administration proceedings have been repealed by the Insolvency Code. As of that date, new applications for the opening of special administration proceedings may no longer be submitted under Greek law 4307/2014, which will, however, continue to apply to proceedings pending before the entry into effect of the Insolvency Code, unless otherwise expressly provided by the Insolvency Code. By virtue of a decision of the special administration creditors'

meeting, which is to be convened by an invitation of the special administrator, the special administration proceedings may be exceptionally subjected to the Insolvency Code. In such event, the provisions of the equivalent procedural stage of the Insolvency Code will govern such proceedings by way of analogy and the special administrator will exercise the duties and responsibilities that are entrusted to the bankruptcy trustee as per the Insolvency Code.

Similarly to special administration proceedings provided for in Greek law 4307/2014, the Insolvency Code provides for the power of the bankruptcy trustee to conduct a public tender for the sale of the business as a whole or the sale of separate operation unit(s) of the business. The liquidation process is followed pursuant to a relevant decision of the bankruptcy court. The main differences between the special administration proceedings under Greek law 4307/2014 and the new process provided for by the Insolvency Code, are the following:

- a notary public is hired to conduct the auction;
- the auction is carried-out electronically, namely through the e-auction platform; and
- following the auction, the creditors' meeting approves or opposes to the transaction, in which case the creditors' meeting may provide its approval subject to specific conditions (*e.g.*, an increase of the proposed sale price).

In case of liquidation of separate assets, although the procedural aspects are the same as those of Greek Code of Civil Procedure, it is noted that there is no legal remedy that can be used to challenge the initial offering price set by independent evaluators.

Settlement of amounts due by over-indebted individuals under Greek law 3869/2010—protection of main residence of the debtor

On 3 August 2010, Greek law 3869/2010 came into effect with respect to the settlement of amounts due by over-indebted individuals. The law allowed the settlement of debts of individuals evidencing permanent and general inability (without intention) to repay their due debts, by submitting an application for a three-year settlement of their debts and writing off the remainder of their debts, in accordance with the terms of the settlement agreed. All individuals, both consumers and professionals, were subject to the provisions of Greek law 3869/2010, as amended and in force, with the exception of individuals who could be declared bankrupt under the Bankruptcy Code.

This regulatory regime, as amended, allowed for the settlement of all amounts due to credit institutions (consumer, mortgage and commercial loans either promptly serviced or overdue), as well as those due to third parties with the exception of debts ascertained, during the year before the submission of the application, from intentional torts, administrative fines, monetary sanctions as well as obligations for spousal or child support. Following the amendment of the law by Greek law 4336/2015, the scope of its provisions was widened to include ascertained debt towards the Greek state, tax authorities, municipalities and prefectures and social security funds, *provided that* such institutions are not the only creditors of the applicant and that the relevant debt was being subjected to restructuring along with its debt towards private creditors. Greek law 3869/2010 was further amended, among others, by Greek law 4346/2015, which introduced provisions on the partial funding by the Hellenic Republic of the amount of monthly payments set by court decision.

On 29 March 2019, the Greek Parliament replaced the regime of Greek law 3869/2010 for the protection of primary residence by adopting Greek law 4605/2019. The new provisions, which entered into force on 30 April 2019, introduced, *inter alia*, important amendments to the eligibility criteria for admission of debtors to the protective framework. Pursuant to the amended legal framework, eligible over-indebted debtors could apply online through a digital platform until 31 July 2020 for the settlement of their debts by arranging a partial repayment of their due debts in accordance with Greek law 4605/2019.

Pursuant to Article 68 of Greek law 4605/2019, debts eligible for settlement were restricted to those owed to credit institutions and, in the case of a house loan, to the Hellenic Consignment Deposit and Loans Fund and credit companies, for which a mortgage or a pre-notation of mortgage has been registered in favour of the aforementioned entities over the debtor's main residence and *provided that* such debts were in arrears for at least 90 days as at 31 December 2018. Ownership of the main residence did not have to be exclusive and complete in order to be protected. However, debts of natural persons cannot be settled if they are guaranteed by the Greek state. Within the framework mentioned above, the debtor should pay in equal monthly instalments and within 25 years an amount of 120% of the commercial value of its main residence, as determined on 31 December of

the year prior to the submission of the application, plus interest calculated as 3-month EURIBOR +2%. The Greek state may also contribute to the payment of these monthly instalments under certain conditions.

It is also explicitly provided in the amended legal framework that (i) only a single application per debtor may be filed for the settlement of amounts owed; (ii) from the notification of the application to the creditor(s) until the lapse of the deadline provided by law for the debtor to request the judicial settlement, in case a consensus arrangement is not reached, auction proceedings against the debtor's main residence are suspended; (iii) a settlement proposal accepted by both the creditor and the debtor constitutes an enforceable title by virtue of which enforcement proceedings may be either initiated in relation to the remaining debtor's assets (except for their main residence) or initiated also for their main residence in case the debtor fails to meet the payment settlement conditions (*i.e.*, if the debtor owes in total more than three monthly instalments); and (iv) transfer of claims of credit institutions, the assignment of their claims to credit servicing firms of Greek law 4354/2015, their securitisation in accordance with the provisions of Greek law 3156/2003, or the replacement of the guarantor or co-debtor of such claims, do not prevent the settlement of amounts owed by the over-indebted individuals.

In case a consensus arrangement is not reached between the parties (*i.e.*, the credit institution or the Hellenic Consignment Deposit and Loans Fund and the debtor), the debtor may request the protection of its main residence by the competent court, on the terms mentioned herein above. If the borrower successfully completes the settlement plan and fully complies with it, then the remaining portion of the loan exceeding 120% of the value of the applicant's main residence plus interest calculated as three-month EURIBOR + 2% will be written off. In addition, any mortgage or mortgage pre-notation that has been registered over the main residence securing a claim under the settlement plan, is lifted. However, if the debtor fails to meet the payment settlement conditions (*i.e.*, if the debtor owes in total more than three monthly instalments), enforcement proceedings may be initiated against the debtor even on their main residence.

As of 1 June 2021, pursuant to the Insolvency Code, new applications may no longer be submitted under Greek law 3869/2010, which will, however, continue to apply to proceedings pending before 1 June 2021.

Settlement of Amounts Due by Indebted Individuals under the Insolvency Code (entry into force from 1 March or 1 June 2021, depending on the applicable provision).

Greek law 4738/2020 consolidated the provisions of several statutes dealing with excessive indebtedness and debt settlement (such as Laws 3588/2007, 3869/2010, 4307/2014, 4469/2017 and 4605/2019) into one comprehensive legal framework of expanded scope, with all existing tools for debt settlement consolidated, regardless of their subject (such as indebted households, protection of main residence and extrajudicial settlement mechanisms). As at 1 March 2021, the provisions of the until then applicable Bankruptcy Code contained in Greek law 3588/2007 were repealed and the legal framework governing bankruptcy is now governed by the relevant provisions of the Insolvency Code.

Greek law 4738/2020 establishes a special regime for protecting main residences of eligible individuals considered to be vulnerable distressed debtors, which provides for a sale and lease-back scheme for main residences and the establishment of a new organisation to implement the relevant process. The definition of vulnerable debtors is aligned with the criteria set out in Article 3 of Greek law 4472/2017, as applicable (*i.e.*, the eligibility criteria for the provision of housing benefits, including, *inter alia*, an individual yearly income cap set at €9,600). The respective applications are submitted to EGDICH, in accordance with the Decision of the Ministers of Finance and Labour and Social Affairs no. 96550/04.08.2021 (Government Gazette Issue B' 3571/04.08.2021. The objective of the new framework is the liquidation of a debtor's main residence for the purposes of debt settlement, without the vulnerable debtor having to relocate or definitively lose ownership of their asset. This is effected by the establishment of a sale and lease-back private entity, contracting with the Greek state pursuant to a call for tenders of the latter.

According to this scheme, in the event that a vulnerable debtor is declared insolvent or that enforcement proceedings regarding their main residence are initiated, they may submit a request under the new regime, which then acquires ownership right over the debtor's immovable property at market value price as determined by a certified valuator. In return, the new organisation leases the same property to the debtor for 12 years for a set amount of monthly rent (to be determined primarily based on the applicable housing loans' average interest rate). However, the price may be adjusted, if, in the context of an auction, the first offering price is significantly higher (15% or more) than the valuation price, in which case the purchase price is the lower of the first offering price and the price provided by a second certified evaluator appointed by the creditor seeking enforcement. Should no third-party, holder of right in rem, pose any objections to the transfer, the sale and lease-back entity

purchases the residence free of any encumbrance or claim. The debtor maintains its status as beneficiary of the aforementioned housing benefits of Greek law 4472/2017, which are now credited to the sale and lease-back entity as a partial payment of the relevant lease instalment. The lease is terminated in the event that the debtor has defaulted on 3 instalments and remains in default for at least 1 month after relevant notice is served. The termination of the lease leads to the abolishment of the debtor's buy-back rights. It is further noted that any rights of the debtor deriving from the lease are non-transferable, save for instances of universal succession.

The debtor may be entitled to re-purchase the property at a price objectively determined under the provisions of the said law upon fulfilment of its rental payment obligations. After full repayment at the end of the 12-year period or prior to that, the debtor (or its successors) is entitled to exercise a buy-back right. The buy-back price is defined pursuant to a Decision of the Minister of Finance, in accordance with Article 225 of the Insolvency Code, yet to be issued.

Further protective measures related to the COVID-19 pandemic

Greek law 4790/2021 entered into force on 31 March 2021 and provides for urgent measures in response to the COVID-19 pandemic, including with respect to (i) the suspension of enforcement proceedings (and relevant deadlines); and (ii) the protection of the main residence of individuals who were financially affected by the consequences of the COVID-19 pandemic.

With respect to the suspension of enforcement proceedings it is noted that:

(a) the time period spanning from 7 November 2020 until 6 April 2021, *i.e.*, the date on which the temporary cessation of operations of courts in Greece was lifted, will not be counted against any legal deadline for undertaking procedural and extrajudicial actions (this is not the case for proceedings under Greek law 4307/2014). No statutory litigation interest ("*τόκοι επιδικίας*" in Greek) will be payable for this period;

(b) all auctions of a borrower's non-perishable movable property, immovable property, ships and aircrafts, in the context of liquidation proceedings, scheduled between the reopening of courts in Greece and 13 May 2021 are cancelled; and

(c) all auctions scheduled between 07 November 2020 and 13 May 2021 that were cancelled in accordance with item (b) above, may be rescheduled by the creditor for a new auction date set after 6 July 2021, *provided that* the deadline for filing legal remedies against the proceedings by a third party had not expired by 7 November 2020.

With respect to the protection of the main residence of individuals who were financially affected by the consequences of the pandemic, it is noted that:

(a) Individuals who qualify (in accordance with criteria set by Greek law 4790/2021 and after being verified by EGDICH) as financially affected by the consequences of the Covid-19 pandemic may not be the subject of any seizure, auction of and enforcement proceedings against their main residence that would result in them having to vacate said property**.** This protection is granted until 31 May 2021; and

(b) The above does not preclude the adjudication of claims, the issuance of a payment order, the service of an enforcement order, or interim measures proceedings, relating to the main residence.

Securitisations—the Hellenic Asset Protection Scheme (HAPS and HAPS 2)

Securitisations

Greek law 3156/2003 (the "**Securitisation Law**") sets out a framework for the assignment and securitisation of receivables in connection with either existing or future claims, originated by a commercial entity with registered seat in Greece or, resident abroad and having an establishment in Greece (a "**Transferor**") and resulting from the Transferor's business activity. Article 10 of the Securitisation Law allows a Transferor to sell its receivables to a special purpose vehicle (an "**SPV**"), which must also be the issuer of notes to be issued in connection with the securitisation of such receivables. In particular, it provides that:

(a) the assignment of the receivables is to be governed by the assignment provisions of the Greek Civil Code, which provides that ancillary rights relating to the receivables including mortgages, guarantees,

pledges and other security interests will be transferred by the Transferor to the SPV along with the transfer of the receivables;

(b) the transfer of the receivables pursuant to the Securitisation Law does not change the nature of the receivables, and all privileges which attach to the receivables for the benefit of the Transferor are also transferred to the SPV;

(c) a summary of the receivables sale agreement must be registered with the competent Registry of Transcription, in accordance with the procedure set out under Article 3 of Greek law 2844/2000 of the Hellenic Republic, following which registration (i) the validity of the sale of the receivables and of any ancillary rights relating to the receivables is not affected by any insolvency proceedings concerning the Transferor or the SPV; (ii) the underlying obligors of the receivables will be deemed to have received notice that there has been a sale of the receivables; and (iii) the legal pledge by operation of law over the securitised receivables and the separate account is established, as analysed under items (f) and (g) below;

(d) the collection and servicing of the securitised receivables must be carried out by:

(i) a credit institution or financial institution licensed to provide services in accordance with its scope of business in the European Economic Area; or

(ii) the Transferor; or

(iii) a third party that had guaranteed or serviced the receivables prior to the time of transfer to the SPV;

(each of the entities under items (i) to (iii), referred to as the "**Servicer**").

(e) if the SPV does not have a registered seat in Greece, and the securitised receivables are claims against consumers, payable in Greece, the Servicer of the securitised receivables must have an establishment in Greece;

(f) any collection by the Servicer, in respect of the receivables, is made on behalf of the noteholders and the respective amounts are deposited in a collections account in the name of the Issuer (separate from both the Transferor's and the Servicer's bankruptcy estate) held by it (if a credit institution) or with a credit institution operating in the EEA; and such collections account, any monies standing to its credit, and any security interest on behalf of the noteholders, may not be subjected to attachment, set-off or any other encumbrance sought to be imposed by any creditor of the Transferor, the Servicer, or by the account bank's creditors.

(g) following the transfer of the receivables and the registration of the receivables sale agreement with the Registry, in accordance Article 3 of Greek law 2844/2000 and the Securitisation Law, no security interest or encumbrance can be created over the receivables other than the one which is created pursuant to the Securitisation Law, in favour of the noteholders and the other creditors of the SPV, constituting a pledge by operation of law. Additionally, a pledge by operation of law is created on the collections account for the benefit of the noteholders and all other creditors of the SPV.

(h) the claims of the holders of the notes issued in connection with the securitisation of the receivables and also of the other creditors of the SPV from the enforcement of the pledge operating by law will rank ahead of the claims of any statutory preferential creditors.

The Hellenic Asset Protection Scheme (HAPS and HAPS 2)

Greek law 4649/2019, as amended by Greek law 4818/2021, provides the terms and conditions under which the Greek state guarantee may be provided in the context of securitisation of non-performing receivables from loans, credit agreements or leasing agreements by credit institutions under the asset protection scheme. This law provides for the conditions under which the securitisation must be implemented in order to qualify for the provision of the State guarantee, in line with initial decision no. 10.10.2019 C (2019)7309 of the European Commission and decision 9.4.2021 C(2021)2545 of the European Commission regarding the prolongation of the Hellenic Asset Protection Scheme. Such conditions include, *inter alia*, that the notes to be issued in the context of the securitisation must include at least senior and junior notes and the price paid to the Greek banks for the sale and transfer of non-performing receivables cannot exceed their aggregate net book value. The Greek state

irrevocable and unconditional guarantee will be provided to the senior noteholders for the full repayment of principal and interest thereunder throughout the term of the notes. The initial aggregate commitment of the Greek state under the HAPS law amounted up to €12 billion. The aggregate commitment under the HAPS scheme extension, *i.e.* the HAPS 2, entered into force by virtue of Ministerial Decision 45191/13.4.2021, amounts to an additional €12 billion. Under HAPS 2, applications for the provision of the Greek state guarantee may be filed exclusively within 18 months as of 9 April 2021, *i.e.*, by 9 October 2022 or such other date as may be designated by a decision of the Minister of Finance on the basis of a decision of the European Commission.

The Greek state guarantee is granted by a decision of the Minister of Finance and becomes effective upon (i) transfer through sale to private investors, for positive value, of at least 50% plus one of the issued junior notes, (ii) transfer through sale to private investors, for a positive price, of such number of the issued junior notes and of mezzanine notes (if issued) that allows the accounting derecognition of the securitised receivables in the financial statements of the transferor and its group; (iii) the senior tranche of the notes being rated at no less than BB- by an External Credit Assessment Institution (as defined in point (98) of Article 4(1) of the Capital Requirements Regulation); and (iv) assignment of the servicing of the securitised non-performing loans portfolio to an independent servicer (not controlled by the transferor of the receivables). If the State guarantee has not become effective within 12 months as of the publication of the respective Ministerial Decision granting the guarantee, then such decision ceases automatically to be in force and the amount of the guarantee is released. New applications for the same securitisation may not be submitted before the lapse of 6 months. Certain ministerial decisions have been issued to set out the details for the implementation of the aforementioned law.

Deposit and Investment Guarantee Fund

Pursuant to Greek law 3746/2009, the HDIGF was established as a private law entity and a general successor of the Deposit Guarantee Fund provided for by Article 2 of Greek law 2832/2000. The provisions currently applicable to the HDIGF are set out in Greek law 4370/2016, as in force, transposing into Greek law Directive 2014/49/EU. Greek law 4370/2016 came into force on 7 March 2016 and repealed the previously applicable law 3746/2009, setting out the rules for the operation of guarantee schemes.

Pursuant to Greek law 4370/2016, as in force, all credit institutions licensed, in accordance with the Banking Law, to operate in Greece, with certain exemptions, and the local branches of credit institutions which have been established in non-EU Member States and are not covered by a guarantee scheme equivalent to that of the HDIGF mandatorily participate in the HDIGF. Greek branches of foreign credit institutions established in EU Member States may also become members of the investments cover scheme of the HDIGF at their discretion.

The HDIGF has its registered seat in Athens, is supervised by the Minister of Finance, is not a state organisation or public legal entity and does not belong to the Greek public sector or the broader Greek public sector, as the latter is defined from time to time. The HDIGF is managed by a seven-member board of directors the Chairman of which is one of the Deputy Governors of the Bank of Greece. Of the remaining six members, one comes from the Ministry of Finance, three from the Bank of Greece and two from the Hellenic Bank Association. When reviewing and taking decisions in respect of requests for a credit institution's resolution under the BRRD Law, the Board of Directors is constituted only by five directors, i.e. without the participation of the two directors appointed by the Hellenic Bank Association. Members of the above board of directors are appointed by a decision of the Minister of Finance and have a five-year tenure. 60 per cent. of the HDIGF's constitutive capital was covered by the Bank of Greece and 40 per cent. by the members of the Hellenic Bank Association.

The objective of the HDIGF is (1) to indemnify depositors of credit institutions participating in the HDIGF obligatorily or at their own initiative that are unable to fulfil their obligations towards their depositors and finance resolution measures of credit institutions through the deposits cover scheme (the "**Deposits Cover Scheme**") in accordance with Article 104 of the BRRD Law; (2) to indemnify investor-customers of credit institutions participating in the HDIGF obligatorily or at their own initiative, in relation to the provision of investment services from these credit institutions in case the latter are unable to fulfil their obligations from the provision of "covered investment services" (the "**Investments Cover Scheme**"); and (3) to provide financing in the context of the reorganisation measures of Articles 37 et seq. of the BRRD Law – in accordance with the

applicable provisions – with the aim of fulfilling the HDIGF's mission under Article 95 of the BRRD Law (the "**Resolution Scheme**").

Under the Deposits Cover Scheme, the maximum coverage limit for each depositor with deposits not falling within the "exempted deposits" category is €100,000, taking into account the total amount of its deposits with a credit institution minus any due and payable obligations towards the latter, subject to set-off in accordance with Greek law. This amount is paid in euro (with regard to foreign currency deposits, the payable amount is determined in accordance with the exchange rate which is applied by the Bank) to each depositor as an indemnity irrespective of the number of accounts, the currency or the country of operation of the branch in which it holds the deposit. In the case of joint bank accounts, as defined by Law 5638/1932 (Government Gazette 307/A), each depositor's share shall be taken into account for the purposes of the calculation of the maximum indemnification amount as a separate deposit and is entitled to cover up to the aforementioned limit with his or her other deposits, as analysed above. The deposit of a group of persons without legal personality shall be aggregated and treated as if made by a single depositor for the purpose of calculating the abovementioned limits. By way of exemption, the Deposits Cover Scheme covers deposits at an additional limit of up to a maximum amount of €300,000 deriving from specific activities (such as sale of a private property by an individual, payment of social security/insurance benefits, etc.) expressly specified in para 2 of Article 9 of Greek law 4370/2016 credited to the relevant accounts, subject to the time limits and other conditions specified in Greek law 4370/2016, as in force.

The HDIGF also indemnifies the investor-clients of credit institutions participating in the Investment Cover Scheme with respect to claims from investment services up to the amount of €30,000 for the total of claims of such investor, irrespective of covered investment services, number of accounts, currency and place of provision of the relevant investment service. In the case where the investors of HDIGF member credit institutions are co-beneficiaries of the same claim to guaranteed investment services, each investor's share in the claim shall be taken into account for the purposes of the calculation of the maximum indemnification amount as a separate claim and is entitled to cover up to the aforementioned limit in aggregate with his or her other investment claims, as analysed above. If the part of the claim corresponding to each co-beneficiary is not specified in the agreement signed by the co-beneficiaries and the HDIGF member credit institution, for the purposes of compensation each co-beneficiary is considered as having an equal share in the investment. For the purposes of compensation, the claim of a group of persons without legal personality shall be treated as if made by a single investor.

With regard to the Deposits Cover Scheme and the Investments Cover Scheme, the HDIGF is funded by the following sources: its founding capital, the initial and annual contributions of credit institutions obligatorily participating in the HDIGF's Deposits Cover Scheme and the Investments Cover Scheme, and supplementary contributions, as well as special resources coming from donations, liquidation of the HDIGF's claims, the management of the assets of the HDIGF's Deposit and Investment Cover Schemes and loans. Pursuant to Articles 98, 99 and 100 of BRRD Law, the Resolution Scheme of the HDIGF is funded by regular ex ante contributions and extraordinary ex post contributions of credit institutions mandatorily participating in the Resolution Scheme, and, if the regular ex ante contributions are not adequate or the ex post contributions are not adequate or immediately available, alternative financing, including loans or financial support by credit institutions, financial institutions or other third parties.

In accordance with Article 16 of Greek law 3864/2010, as amended by Greek laws 4340/2015 and 4346/2015, the HDIGF may be granted a resolution loan, as set out in the Financial Facility Agreement dated 19 August 2015, by the HFSF for the purpose of covering expenses relating to the financing of banks' resolution pursuant to the provisions of the aforementioned Financial Facility Agreement without prejudice to the state aid rules of the European Union. The repayment of such loan will be guaranteed by the credit institutions participating in the HDIGF proportionately to their contributions to the Resolution Scheme or the Deposits Cover Scheme, as the case may be.

Single Resolution Fund

On 30 November 2015, by virtue of Greek law 4350/2015, the Greek Parliament ratified the Intergovernmental Agreement "on the transfer and mutualisation of contributions to the Single Resolution Fund ("**SRF**"), an essential part of the Single Resolution Mechanism" (the "**IGA**"), concluded between 26 EU Member States (the "**Contracting Parties**"), including Greece, on 21 May 2014, as amended on 22 April 2015.

Pursuant to the IGA, the contracting EU Member States, the credit institutions of which participate in the SRM and SSM, undertook to:

(a) irrevocably transfer contributions collected at national level through the resolution financing arrangements for the purpose of their resolution schemes (in Greece the Resolution Fund, namely the Resolution Scheme of the HDIGF) from the credit institutions authorised within their territory, pursuant to Regulation (EU) No. 806/2014 and Directive No. 2014/59/EU, to the SRF established by the aforementioned Regulation; and

(b) allocate such contributions to separate parts corresponding to each Contracting Party, for a transitional period commencing on the date the IGA enters into force and ending on the date the SRF achieves the target level of financing provided for in Article 69 of Regulation (EU) No. 806/2014, but no later than eight years from the entry into force of the IGA. The use of the different national parts shall be gradually rendered mutual, in order for the separation to cease to exist by the end of the transitional period.

The above-mentioned contributions include: (i) the ex-ante annual contributions from the credit institutions authorised within each Member State's territory at the latest until the 30 June of such year, the first transfer taking place at the latest until 30 June 2016; (ii) contributions collected by the Contracting Parties pursuant to Articles 103 and the BRRD prior to the entry into force of the IGA, minus the amount the national resolution arrangements may have used prior to the entry into force of the IGA for resolution actions within their territories; and (iii) extraordinary ex-post contributions promptly upon their collection, where the available financial means of the SRF are not sufficient to cover the losses, costs or other expenses incurred by the use of the SRF in resolution actions.

The IGA further provides for the way the separate national parts of contributions of the SRF are formed based on the amount of contributions paid by the institutions authorised within each Member State as well as the way each national part shall be used in case of recourse to the SRF for resolution purposes of an institution within a Member State's territory prior to the mutualisation of the SRF's contributions. Also, the IGA provides for the "temporary transfer of contributions" between the separate national parts, namely the cases under which the contracting Member States may require using the contributions of parts of the SRF corresponding to other Member States and not yet mutualised during the transitional period.

Prohibition of Money Laundering and Terrorist Financing

Greece, as a member of the Financial Action Task Force ("**FATF**") and as a Member State of the EU, fully complies with FATF recommendations and the relevant EU legal framework.

Directive (EU) 2015/849 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 and repealing Directive 2005/60/EC and Directive 2005/60/EC (4th AML/CTF Directive) was transposed in Greece through Greek law 4557/2018. Law 4557/2018 was recently amended by Greek law 4734/2020 transposing in Greece Directive (EU) 2018/843 amending Directive (EU) 2015/849 and Directives 2009/138/EC and 2013/36/EU (5th AML/CTF Directive). The Bank of Greece has also signed the "Multilateral Agreement on the practical modalities for the exchange of information between the European Central Bank and national competent authorities responsible for supervising compliance with Anti-Money Laundering (AML) and Countering the Financing of Terrorism (CFT) framework, pursuant to article 57a(2) of Directive (EU) 2015/849.

The main provisions of the Greek legislation, as in force, provide, inter alia, the following:

- categorisation of money laundering and terrorist financing as criminal offences;
- a list of basic offences which includes, among others, bribery of political persons, bribery of employees, computer fraud, human trafficking, tax evasion, smuggling and non-payment of debts to the state;
- designation of persons falling within the ambit of Greek law 4557/2018, including, among others, banks; financial institutions; electronic money institutions; credit servicing or credit acquiring firms; insurance undertakings; insurance intermediaries, when operating in the field of life insurance or investment-related services, with exception of affiliated insurance intermediaries; leasing companies; factoring companies; credit management companies for loans and appropriations from credit institutions subject to the conditions set out in Article 1(25) of Receivables Law; estate agents including when acting as intermediaries in the letting of immovable property (but only in relation to transactions for which the monthly rent amounts to €10,000); notaries and other independent legal professionals; any person that undertakes to provide, directly or by means of other persons to which that other person is related, material aid, assistance or advice on tax matters as principal business or professional activity; persons trading or acting as intermediaries in the trade of works of art when this is carried out by free ports; and providers engaged in exchange services between virtual currencies and fiat currencies as well as custodian virtual wallet providers; (the "**obliged persons**");
- definition of the beneficial ownership status and establishment of a national central beneficial owner registry providing accurate and up-to-date information on the 'ultimate beneficial owner status' of any natural person(s) who ultimately owns or controls an entity and/or on whose behalf a transaction or activity is being conducted;
- interconnection of the beneficial ownership registers at EU level;
- improving transparency on the real owners of trusts;
- obliged persons' obligation to identify customers, build KYC procedures, retain documents and report suspicious/unusual transactions to the competent AML/CTF national authorities;
- description of the circumstances, under which the obliged persons must display due diligence as well as risk factors and simplified and enhanced customer due diligence;
- definition of Politically Exposed Persons ("**PEPs**");
- adoption of risk-based approach to AML compliance;
- identify lower/higher AML risk areas;
- setting up centralised bank account registers or retrieval systems;
- disapplication of banking secrecy in case of money laundering activities;
- lifting the anonymity on electronic money products (prepaid cards) in particular when used online;
- obligation to maintain evidence and records of transactions;
- appointment of the competent national AML/CTF Authority which is responsible, among others, for examining reports filed by banks and other individuals or legal persons with respect to suspicious transactions and for ordering sanctions against individuals who are suspected of terrorism;
- criteria for assessing high risk third countries and improving checks on transactions involving such countries;

- enhancing the powers of EU Financial Intelligence Units and facilitating their cooperation;
- enhancing cooperation between financial supervisory authorities; and
- criminal, administrative and other penalties that are imposed in case of breach of the AML/CTF Framework.

The provisions of Greek law 4557/2017 are complemented by Regulation (EU) 2015/847 on information accompanying transfers of funds, repealing Regulation (EC) No 1781/2006, which applies from 26 June 2017. It sets out rules on the information on payers and payees, accompanying transfers of funds, in order to help prevent, detect and investigate AML/CTF cases.

In the context of combating tax evasion, Directive (EU) 2016/2258 provides for the access of tax authorities to the mechanisms, procedures, documents and information applied and held by the obliged persons (including banks) for AML/CFT purposes. The Directive was transposed into Greek law by Greek law 4569/2018.

The Banking and Credit Committee of the Bank of Greece has issued Decision 281/5/17.03.2009 on the "Prevention of the Use of the Credit and Financial Institutions, which are Supervised by the Bank of Greece, for the Purpose of Money Laundering and Terrorist Financing", Decision 285/6/09.07.2009 which sets out an indicative typology of unusual or suspicious transactions within the meaning of Greek law 3691/2008 and Decision 290/12/11.11.2009 on the "Framework regarding administrative sanctions imposed on the institutions that are supervised by the Bank of Greece pursuant to Article 52 of Greek law 3691/2008". The aforementioned Decisions 281/5/17.03.2009 and 285/6/09.07.2009 were amended by the Act of the Governor of the Bank of Greece No. 2652/29.02.2012 providing for, inter alia, an indicative typology of unusual or suspicious transactions pertaining to tax evasion. Moreover, Decisions 281/5/17.03.2009 and 290/12/11.11.2009 were further supplemented by Decision 300/30/28.07.2010 of the Banking and Credit Committee of the Bank of Greece setting out further obligations of the credit institutions under the AML/CTF legislation, Decision 94/23/15.11.2013 of the Credit and Insurance Committee of the Bank of the Greece and Executive Committee Act No. 172/29.5.2020 of the Bank of Greece.

Decision 281/5/17.03.2009 takes into account the principle of proportionality, and includes the obligations of all credit and financial institutions and FATF recommendations. This decision also reflects the common understanding of the obligations imposed by Regulation (EU) 1781/2006 on the Information on the Payer Accompanying Transfers of Funds. It is noted that the aforementioned Regulation was repealed by Regulation (EU) 2015/847 of the European Parliament and of the Council of the European Union of 20 May 2015 on the Information accompanying transfers of funds and repealing Regulation (EC) No 1781/2006.

Recently, the Executive Committee Act No. 172/1/29.05.2020 of the Bank of Greece laid down the terms and conditions for digital customer onboarding by banks and other supervised entities. The new Act becomes all the more important in the current circumstances of the COVID-19 pandemic, as it creates service provision channels compatible with social distancing. It contains a combination of organisational, technical and procedural measures that ensure a reliable identity verification of natural persons and are designed to prevent identity fraud. Two methods of digital onboarding are envisaged: (a) by video conference with a trained agent, which provides the greatest safeguard of security; and (b) an automated procedure via a dynamic selfie, subject to additional safeguard measures. The identification documents for natural persons that are acceptable are those incorporating enhanced security features, most notably passports. Exceptionally and only as part of the video conference method, ID cards issued by the Hellenic Police, with data written in Latin characters, may be accepted subject to validity and authenticity checks through the central portal of the public administration.

The HCMC has adopted the following decisions:

- HCMC Decision No 1/506/8.4.2009 for the prevention of the use of the financial system for money laundering and terrorist financing.

- HCMC Decision No. 34/586/26.5.2011 for the application of due diligence measures when outsourcing functions or within an agency relationship under the anti-money laundering legislation, which sets out the obligations of financial institutions to confirm the identity of their clients and beneficiaries.

- HCMC Decision No. 35/586/26.5.2011, which modifies the HCMC main decision (No. 01/506/08.04.2009) to prevent using the financial system for the purpose of money laundering and terrorist financing. The above decision has reinforced the enhanced due diligence measures applicable to high-risk customers, as well as the obligation of companies, subject to it, to freeze the assets of persons who are in the list of sanctions.

- HCMC Decision No. 20/735/22.10.2015, which modifies the HCMC main decision (No. 01/506/08.04.2009) to prevent using the financial system for the purpose of money laundering and terrorist financing. The above decision has also reinforced the enhanced due diligence measures and mainly those which are applicable to high-risk customers.

- HCMC Decision No. 5/820/30.05.2018, which modifies the HCMC main decision (No. 01/506/08.04.2009) to prevent using the financial system for the purpose of money laundering and terrorist financing, which has also reinforced the enhanced due diligence measures.

- HCMC Decision No. 4/894/23.10.2020 for the remote electronic identification of individuals by entities supervised by the HCMC when concluding business relationships or occasional transactions.

- HCMC Decision 5/898/3.12.2020 for the establishment of a register of providers of exchange services between virtual currencies and fiat currencies and a register of custodian wallet providers

In July 2002, the Greek Parliament passed Greek law 3034/2002, which transposed into Greek law the International Convention for the Suppression of the Financing of Terrorism, with which the Group fully complies. In addition, the Group has complied with the United States legislation regarding the suppression of terrorism (known as the USA PATRIOT Act 2001), which entered into force in October 2001 and incorporates provisions relating to banks and financial institutions with respect to worldwide money laundering.

In 2013, the Bank of Greece issued two Decisions (no. 94/23/2013 and no. 95/10/22.11.2013) which further strengthen the regulatory framework within which the supervised entities in Greece operate. Decision no. 95/10/22.11.2013 on "information to be periodically disclosed by supervised institutions to the Bank of Greece" was further amended by Decision no. 108/1/04.04.2014, enhancing the frequency of reporting. The amendments mainly harmonise the applicable provisions to the revised FATF recommendations with respect to PEPs by categorising local PEPs as high risk customers and by imposing on the supervised banks additional reporting obligations pertaining to suspicious cross border transfer of funds, as well as to high risk banking products and customers.

Moreover, the EC issued Regulation (EU) 2016/1675 supplementing Directive (EU) 2015/849 by identifying high-risk third countries with strategic deficiencies in their national AML/CTF frameworks.

Furthermore, it should be noted that on 5 December 2017 the EU Council adopted its list of non-cooperative tax jurisdictions and published two Annexes containing: (i) the EU list of non-cooperative tax jurisdictions; and (ii) the different jurisdictions cooperating with the EU with respect to commitments taken to implement tax good governance principles. The EU Council's list is intended to promote good governance in taxation worldwide, maximising efforts to prevent tax avoidance, tax fraud and tax evasion. Furthermore it is also noted that the current list, as in force, is to be revised at least once a year and the competent EU authorities may recommend an update at any time. The latest revised list was adopted in February 2020.

Payment Services in the Internal Market

On 23 December 2015, Directive 2015/2366/EU ("**PSD2**"), which intends to incorporate and repeal the Directive 2007/64/EC on payment services in the internal market (the "**Payment Services Directive**" or "**PSD**")

was published in the Official Journal of the European Union. PSD2 aims at improving the functioning of the internal market for payment services and more broadly for all goods and services given the need for innovative, efficient and secure means of payments.

PSD2 was transposed into Greek law by virtue of Greek law 4537/2018, as in force. The new legislative regime provides high protection regarding the rights of the users of the payment services. In particular, law 4537/2018:

- expands the reach of the original PSD to include payments to and from third countries, where at least one (and not anymore both) payment service provider is located within the EU. Moreover, the extension in scope will also have as an effect that the same rules will apply to payments that are made in a currency that is not denominated in Euro or another EU Member State's currency;

- introduces new a Strong Customer Authentication (SCA) requirement. This involves the use of two authentication factors for bank operations that were not previously required, including payments and access to accounts online or via apps, as well as a stricter definition of what counts as an authentication factor;

- introduces new security requirements for electronic payments and account access, along with new security challenges relating to AISPs and PISPs. Specifically, customers have the right to reclaim the amount of money transferred in cases where: (a) unauthorised credit of the customer's account was used for the purchasing of products or services; (b) authorised credit of the customer's account was used for the purchase of products or services (i) that did not mention the exact amount of the payment transaction and (ii) the amount of the payment transaction exceeded the amount reasonably expected by the customer, taking into account previous spending patterns, the framework contract's terms and the circumstances of the specific case; or (c) here was a non-execution or defective execution of the payment transaction by the Bank;

- encourages new players ("**TPPs**") that offer specific payment solutions or services to customers to enter the payment market. The TPPs will have to follow the same rules as the traditional payment service providers: registration, licensing and supervision by the competent authorities. Furthermore, it opened the EU payment market for TPPs to offer payment services based on the access to the information from the payment account. These TPPs are categorised as account information service providers ("**AISPs**") that allow consumers and businesses to have a global view on their financial situation, and the payment initiation service providers ("**PISPs**") that help consumers to make online credit transfers and inform the merchant immediately of the payment initiation, allowing for the immediate dispatch of goods or immediate access to services purchased online. Moreover, PSD2 allows payment service providers that do not manage the account of the payment service user to issue card-based payment instruments to that account and to execute card-based payments from that account. Such "third party" payment service provider – which could be a bank not servicing the account of the payer – will be able, after consent of the user, to receive from the financial institution where the account is held a confirmation (a yes/no answer) as to whether there are sufficient funds on the account for the payment to be made;

- standardises the different approaches to surcharges on card-based transactions, which are not allowed for those consumer cards affected by the interchange fee cap; and

- enhances consumer rights by introducing: (a) reduced liability for non-authorised payments from €150 to €50; and (b) unconditional refund right for direct debits in euro for a period of 8 weeks.

The Hellenic General Secretariat of Trade and Consumer Protection is appointed as competent authority to handle complaints of payment services users and other interested parties (i.e. consumer associations).

On 24 July 2013, the EC also published a proposal for a Regulation on interchange fees for card-based payment transactions which led to the adoption on 29 April 2015 of Regulation (EU) 2015/751 of the European

Parliament and of the Council on interchange fees for card-based payment transactions. Specifically, the Regulation, which is applicable as of 8 June 2015:

- caps interchange fees at 0.2 per cent. of the transaction value for consumer debit cards and at 0.3 per cent. for consumer credit cards;
- allows EU countries to define percentage caps lower than 0.3 per cent. for consumer credit card transactions;
- allows EU countries to impose a fee of no more than 5 eurocents per transaction interchange fee in combination with the 0.2 per cent. cap for consumer debit card transactions; and
- increases transparency on the level of fees paid by retailers, thus enabling them more easily to select which payment cards to accept.

EU General Data Protection Regulation

The GDPR represents a new legal framework for the data protection in the EU. It has applied directly in all EU Member States since 25 May 2018. Although a number of basic principles under previous Greek data privacy laws remain the same under the GDPR, the GDPR also introduces new obligations on data controllers and enhanced rights for data subjects.

The GDPR applies to organisations located within the EU and also extends to organisations located outside of the EU if they offer goods and/or services to EU data subjects. Regulators have power to impose administrative fines and penalties for a breach of obligations under the GDPR, including fines for serious breaches of up to 4 per cent. of the total worldwide annual turnover of the preceding financial year or €20 million and fines of up to 2 per cent. of the total worldwide annual turnover of the preceding financial year or €10 million for other specified infringements. The GDPR identifies a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement).

In Greece, Greek law 4624/2019 implements and/or makes use of the derogations allowed by the GDPR and complements Greek law 2472/1997, as amended and in force. However, there is still very little guidance as to how the Hellenic Data Protection Authority will enforce the GDPR. The Hellenic Data Protection Authority issued its opinion on Greek law 4624/2019 in January 2020, which heavily criticised the lack of conformity of some of its provisions with the GDPR and Directive 2016/680 (the "**LED**"), which was also transposed into Greek law by virtue of Greek law 4624/2019. Concerning Article 52, the Hellenic Data Protection Authority stated that Article 11 of the LED has been poorly transposed because Greek law 4624/2019 does not provide the appropriate safeguards for the rights and freedoms of the data subject and at least the right to obtain human intervention on the part of the controller.

The Bank has taken measures to comply with the GDPR and Greek law requirements.

Consumer protection

Credit institutions in Greece are subject to legislation aimed at protecting consumers from abusive terms and conditions. In particular, Greek law 2251/1994, as supplemented by the Ministerial Decision no. 5338/17.01.2018, with effective date as of 17 March 2018, and as amended and in force, sets forth rules on the marketing and advertisement of consumer financial services, prohibits unfair and misleading commercial practices and includes penalties for violations of such rules and prohibitions.

In addition, consumer protection issues are regulated through administrative decisions, such as Ministerial Decision Z1-798/2008 (Government Gazette Issue B' 1353/11.07.2008) on the prohibition of general terms which have been found to be abusive by final court decisions, as amended by Ministerial Decisions Z1-21/2011 (Government Gazette Issue B' 21/18.01.2011) and Z1-74/2011 (Government Gazette Issue B' 292/22.02.2011).

Further to the above, Directive 2008/48/EC of the European Parliament and of the Council of Europe on credit agreements for consumers and repeal of Council Directive 87/102/EEC, as amended and in force, provides for increased consumer protection in the context of consumer credit transactions and prescribes, among others, the inclusion of standard information in advertising and the provision of pre-contractual and contractual information to consumers.

The aforesaid Directive was transposed into Greek legislation by Ministerial Decision Z1-699/2010 (Government Gazette Issue B' 917/23.06.2010) with effect from 23 June 2010. The said Ministerial Decision provides for increased consumer protection in the context of consumer credit transactions and prescribes, among others, the inclusion of standard information in advertising and the provision of pre-contractual and contractual information to consumers. Ministerial Decision Z1-699/2010 was amended by Greek law 4438/2016, Ministerial Decision Z1-111/2012 (Government Gazette Issue B΄ 627/2012) and Joint Ministerial Decision 108544/2018, that transposed into Greek law European Directive 2011/90/EU providing additional assumptions for the calculation of the annual percentage rate of charge.

The Ministerial Decision Z1-699/2010, as amended and in force, contains specific provisions regarding the provision of standard information for the advertising of credit agreements, and the minimum information that should be provided to consumers so as to enable them to compare different offers. In order for the consumers to make informed decisions, they must receive adequate information in a clear and precise manner through standard information that should be available to them prior to execution of the agreement, including, among others, the total amount of credit, the terms governing money withdrawals, duration, interest rate, and relevant examples. The credit agreements should be executed in writing or by any other relevant means.

Before the conclusion of the credit agreement, the creditor assesses the consumer's creditworthiness and solvency on the basis of sufficient information, where appropriate obtained from the consumer during the pre-contractual stage, but also on the information provided by the consumer during a long-term transactional relationship, and after research on the proper data base, in accordance with the special provisions for the supervision of credit and financial institutions.

Consumers have the right to withdraw from their contracts within fourteen days without providing any justification. In order to withdraw from their contracts, consumers must inform the creditor and pay the principal and any accrued interest calculated from the date of the granting of the credit up to the date of its repayment, without any undue delay and at the latest within thirty days from the date of notification to the creditor. Consumers have the right to fulfil the entirety or part of their obligations before the date specified in the agreement. In case of early partial or full repayment, creditors are entitled to a reasonable and objectively justified compensation for any expenses directly related to the early repayment of the credit, provided that such early repayment is taking place within the time period for which a fixed interest has been agreed.

Finally, the Act of the Governor of the Bank of Greece No. 2501/2002, as supplemented by Act of the Governor of the Bank of Greece No. 178/2004 and in force, sets out fundamental disclosure obligations of credit institutions operating in Greece *vis-à-vis* any Contracting Party.

Ministerial Decision 56885/2014 set a code of conduct for the protection of consumers during sales, offer periods and promotional actions while Joint Ministerial Decision 70330/2015 transposed Directive 2013/11/EU on alternative dispute resolution for consumer disputes and introduced supplementary measures for the application of Regulation (EU) 524/2013 on online dispute resolution for consumer disputes.

Joint Ministerial Decision 5921/2015 (entered into force on 19 January 2015) set out the terms and the procedure for mediation of the consumer ombudsmen between credit institutions and debtors pursuant to the provisions of the Code of Conduct.

Presidential Decree No. 10/2017 introduced the "Code of Consumer Conduct" and set the principles to be applied to trade and the trading relations between suppliers and consumers and their associations. Finally, Ministerial Decision 31619/2017 introduced a Code of Consumer Conduct for e-commerce.

Greek law 4512/2018, which has been effective since 17 March 2018, as amended and in force, brought significant amendments to Greek law 2251/1994. The most important of such amendments for the credit institutions or financial institutions and servicers supervised by the Bank of Greece are the following:

(a) change in the definition of "consumer" falling within the ambit of the protection of Greek law 2251/1994 to include only individuals (and no longer legal entities); and

(b) in the field of unfair terms in consumer contracts, protection is also provided only to the very small businesses, either natural or legal persons, as if it was offered to an individual.

The above applies only to contracts entered into, or renewed after 17 March 2018. Old contracts are not affected by the introduced amendments.

Equity Participation by Banks in Other Companies

The Banking Law does not contain any provision regarding the equity participation of banks in other companies. Article 89 of the CRR provides that the competent authorities of Member States must publish their choice among the available options included in such article in relation to the conditions applicable to the acquisition by credit institutions of a qualified holding in other companies.

The Bank of Greece has not published its choice as per the above to date.

According to the Act of the Governor of the Bank of Greece No. 2604/04.02.2008, issued by authorisation of the now abolished Greek Law 3601/2007 for the acquisition by credit institutions of qualifying holdings in the share capital of undertakings in the financial sector, as amended by Decision 281/10/17.03.2009 of the Banking and Credit Committee of the Bank of Greece, credit institutions were required to obtain the Bank of Greece's prior approval to acquire or increase a qualifying holding in the share capital of credit institutions, financial institutions, insurance and reinsurance companies, investment firms, information technology management companies, real estate property management companies, asset and liability management companies, payment systems management companies, external credit assessment institutions and financial data collection and processing companies. The extent to which the above act remains applicable following the entry into force of the Banking Law is unclear.

Subject to EU regulations, new and significant holdings (concentrations) must be reported to the Greek Competition Commission according to Greek law 3959/2011 and must be notified to the EC, provided that they have community dimension within the meaning of Regulation (EU) 139/2004 on the control of concentrations between undertakings, following the procedure set in such Regulation (as supplemented by Regulation (EU) 802/2004).

The HCMC and ATHEX must also be notified once certain ownership thresholds are exceeded with respect to listed companies according to Greek law 3556/2007 as amended and in force, and the relevant decisions of the HCMC and the ATHEX Regulation.

Equity Participations in Greek Credit Institutions

Article 23 of Banking Law provides for a specific procedure by which the Bank of Greece is notified of the intention of an individual or a legal entity to acquire, directly or indirectly, a participation reaching or exceeding the thresholds set by such article (namely, 20 per cent., 1/3, 50 per cent., or so that the credit institution would become its subsidiary, or acquire control of a Greek credit institution within the meaning of Article 3(1)(34) of the Banking Law, through written or other arrangements or concerted action,) of the percentage of the total share capital or voting rights of a credit institution authorised by the Bank of Greece, including the appraisal of the acquirer or the approval, as the case may be of the above acquisition. An envisaged acquisition of a percentage between 5% and 10% entails the obligation to inform the competent authority on the contemplated acquisition so that such authority confirms whether the above would entail the exercise of significant influence, in which case fulfilment of the relevant assessment criteria is also reviewed. It is noted that the notification

obligation exists also where an individual or a legal entity decides to cease holding directly or indirectly a participation in a credit institution seated in Greece or to reduce an existing participation below the above thresholds.

Executive Committee Act No. 22 of the Bank of Greece, issued on 12 July 2013, was abolished and replaced by Executive Committee Act No. 142/11.6.2018 of the Bank of Greece, as amended by Executive Committee Act No. 178/02.11.2020 of Bank of Greece, and as in force, codifies the provisions regarding the authorisation of credit institutions in Greece and the acquisition of a qualifying holding in a credit institution. Furthermore, this act specifies the necessary information for the prudential assessment of the proposed shareholders, the proposed members of the management body and the proposed key function holders of a credit institution by the Bank of Greece under the EBA guidelines. Moreover, according to Executive Committee Act No. 48 of the Bank of Greece, issued on 24 March 2015, as amended by Executive Committee Act No. 142/11.6.2018 of the Bank of Greece, the aforementioned information should be accompanied by appropriate privacy statements included in this Act concerning personal data processing. Given that: (a) no other implementing act(s) of the relevant provisions of the Banking Law has been issued as of the date of this Offering Circular and (b) the provisions of this Act do not appear to be at any point contradictory to the relevant provisions of the Banking Law, the provisions of the Executive Committee Act No. 142/11.6.2018 of the Bank of Greece, as amended by Executive Committee Act No. 178/02.11.2020 of Bank of Greece, shall be considered as applicable and in force, pursuant to Article 166(2) of the Banking Law.

As at 4 November 2014, the supervisory tasks described above were conferred on the ECB in cooperation with the Bank of Greece, according to the provisions of the SSM Framework Regulation.

Deferred Tax Assets (DTAs)

Greek law 4302/2014 introduced Article 27A to the Greek Income Tax Code, which was initially replaced by Greek law 4303/2014 and then by Greek law 4340/2015 and was most recently amended by Greek law 4549/2018 and 4722/2020 ("**DTA Framework**"), to allow, under certain conditions, from 2016 onwards, credit institutions to convert DTAs falling within the scope of such law and arising (a) from the participation in the PSI and the buy-back programme and (b) from the sum of (i) the unamortised part of the crystallised loan losses from write-offs and disposals, (ii) the accounting debt write-offs and (iii) the remaining accumulated provisions and other general losses, with respect to existing amounts up to 30 June 2015, into final and due receivables from the Hellenic Republic ("**Tax Credit**"). In the case of an accounting loss in a specific year, the Tax Credit will be calculated by multiplying the total amount as per the above of the deferred tax asset by the percentage represented by the accounting losses over net equity before such year's losses as appearing in the annual financial statements of the credit institution, excluding such year's accounting losses.

This legislation allows Greek credit institutions to treat such eligible DTAs as not "relying on future profitability" according to the CRD Directive, and as a result such DTAs are not deducted from Common Equity Tier I capital but rather risk weighted, thereby improving an institution's capital position. As of 30 June 2021, the Group's DTAs falling within the scope of the DTA Framework amounted to €2,971.8 million, comprising 56.1 per cent. of its total DTAs and 7.8 per cent. of RWAs while the Bank's DTAs falling within the scope of the DTA Framework amounted to €2,971.8 million, comprising 56.3 per cent. of its total DTAs and 8.5 per cent. of RWAs.

The Tax Credit can be offset against income taxes payable. Any excess amount of the Tax Credit that cannot be offset against income taxes payable is immediately recognised as a receivable from the Hellenic Republic. Upon conversion of DTA to DTC, the credit institution will issue conversion rights on its ordinary shares which will belong to the Hellenic Republic and correspond to common shares of the credit institution of a total market value equal to 100 per cent. of the Tax Credit prior to the set-off, and create a special reserve of an equal amount. The conversion price of the conversion rights will be based on the average trading price per share of the last 30 business days prior to the date that the Tax Credit becomes payable, weighted by trading volume. The exercise of such rights will take place without the payment of consideration. Existing shareholders will have, proportionate to their participation in the share capital of the credit institution, a call option on the conversion

rights. Following the end of a reasonable period during which such option was not exercised, the rights are freely transferable.

The conversion mechanism (DTA to DTC) is also triggered in the case of resolution, liquidation or special liquidation of the institution concerned, as provided for in Greek or EU legislation, as the latter has been transposed into Greek legislation. In this case, any amount of DTCs which is not offset with the corresponding annual corporate income tax liability of the institution concerned gives rise to a direct payment claim against the Hellenic Republic.

The Extraordinary General Meeting of Shareholders of the Bank held on 7 November 2014 approved the Bank's submission in the scope of the DTA Framework, which is applicable from the tax year 2017 onwards for Tax Credits arising from the tax year 2016.

TAXATION

The comments below are of a general nature and are not intended to be exhaustive. Any Noteholders who are in doubt as to their own tax position should consult their professional advisers.

Taxation in the Hellenic Republic

The following is a summary of certain material Greek tax consequences of the purchase, ownership and disposal of the Notes. The discussion is not exhaustive and does not purport to deal with all the tax consequences applicable to all possible categories of purchasers, some of which may be subject to special rules and also does not touch upon procedural requirements, such as the issuance of a tax registration number or the filing of a tax declaration or of supporting documentation required. Further, it is not intended as tax advice to any particular purchaser and it does not purport to be a comprehensive description or analysis of all of the potential tax considerations that may be relevant to a purchaser in view of such purchaser's particular circumstances.

The summary is based on the Greek tax laws in force on the date of this Offering Circular, published case law, ministerial decisions and other regulatory acts of the respective Greek authorities as in force at the date hereof and does not take into account any developments or amendments that may occur after the date hereof, whether or not such developments or amendments have retroactive effect. Nevertheless, since the reform of the Greek income tax code (by virtue of Law 4172/2013, effective as of 1 January 2014, as amended from time to time) limited precedent or authority exists and there are still certain matters which have not, as at the date hereof, been clarified by the Greek tax administration. Further, non-Greek tax residents may have to submit a declaration of non-residence or produce documentation evidencing non-residence in order to claim any exemption under applicable tax laws of Greece.

Prospective purchasers of the Notes are advised to consult their own tax advisers as to the laws of Greece and other tax consequences of the purchase, ownership and disposal of the Notes.

A. Greek withholding tax

Payment of principal under the Notes

No Greek income tax will be imposed on payments of principal to any Noteholders in respect of the Notes.

Payments of interest on the Notes

Subject as described in "*Payments of interest on Listed Notes*" below, payments of interest on the Notes held by:

(a) Noteholders who neither reside nor maintain a permanent establishment in Greece for Greek tax purposes ("**Non-Resident Noteholders**") will be subject to Greek withholding income tax at a flat rate of 15 per cent. Such withholding exhausts the tax liability of both individual and entity Non-Resident Noteholders. Further, such withholding is in each case subjected to the provisions of any applicable tax treaty for the avoidance of double taxation of income and the prevention of tax evasion (a "**DTT**") entered into between Greece and the jurisdiction in which such a Non-Resident Noteholder is a tax resident, subject to the submission of recent tax residence certificates or other evidence of non-residence; and

(b) Noteholders who either reside or maintain a permanent establishment in Greece for Greek tax purposes ("**Resident Noteholders**") will be subject to Greek withholding income tax at a flat rate of 15 per cent.; otherwise, the interest payments will be taxed via the annual income tax return of the Resident Noteholders. This 15 per cent. withholding will, as a rule, exhaust the tax liability of Resident Noteholders who are natural persons (individuals), while it will not for other types of Resident Noteholders.

Payment of interest on Listed Notes

From 1 January 2020, for so long as the Notes are listed on a trading venue within the EU (which includes the regulated market and the Euro MTF Market of the Luxembourg Stock Exchange), or are listed on an organised stock market outside the EU which is supervised by a regulatory authority accredited by the International Organization of Securities Commissions (the "**Listed Notes**"), interest income arising under the Listed Notes which is paid to:

(a) Non-Resident Noteholders, shall be exempt from Greek income and withholding tax; and

(b) Resident Noteholders, shall be taxable in the manner which is mentioned above; however, the 15 per cent. Greek withholding income tax shall be made by a paying or other similar agent who either resides or maintains a permanent establishment in Greece for Greek tax law purposes, and not by the Issuer.

B. Disposal of the Notes – Capital Gains

Generally, taxable capital gain equals the positive difference between the consideration received from the disposal of Notes and the acquisition price of the same Notes. For these purposes, expenses directly linked to the acquisition or sale of the Notes are included in the acquisition or sale price.

Capital gains resulting from the transfer of the Notes and earned by:

(a) Non-Resident Noteholders who are natural persons (individuals) and tax residents in a jurisdiction with which Greece has entered into a DTT will not be subject to Greek income tax, provided they furnish appropriate documents evidencing that they are tax residents in such jurisdiction; in respect of Listed Notes, such documentation is furnished to the custodian of such Notes;

(b) Non-Resident Noteholders who are natural persons (individuals) but they are not tax residents in a jurisdiction with which Greece has entered into a DTT, will be subject to Greek income tax at a flat rate of 15 per cent.; in the event such transfer is treated as deriving from business activity, income tax will be imposed according to the applicable tax rate scale which rises progressively to 44 per cent.; according to the Greek Ministry of Finance, if said Noteholder is a resident of a "non-cooperative" jurisdiction or state, the tax which is chargeable on the gain is payable before the transfer of the Notes via the filing of a special tax return; the procedure and the details for such filing have not been determined yet;

(c) Non-Resident Noteholders who are legal persons or other entities will not be subject to Greek income tax on the basis of the Greek domestic tax law provisions;

(d) Resident Noteholders who are natural persons (namely individuals) will be subject to Greek income tax at a flat rate of 15 per cent.; in the event such transfer is treated as deriving from business activity, income tax will be imposed according to the applicable tax rate which rises progressively to 44 per cent.;

(e) Resident Noteholders who are legal persons or other entities will be subject to Greek corporate tax, via the annual corporate tax return, at the rate of 22 per cent. for income generated in tax year 2021 and onward; credit institutions which have submitted in the scope of the DTA Framework (for more information, see "*Regulation and Supervision of Banks in Greece – Deferred Tax Assets (DTAs)*") are taxed at 29 per cent.; and

(f) both Resident Noteholders and Non-Resident Noteholders who are natural persons (individuals): (i) will not be considered as generating income deriving from business activity in case of a sale of Notes after a holding period which exceeds five (5) years and/or in the case of a sale of Notes which have been acquired by reason of inheritance or gift from a first or second degree kin; (ii) will not be subject to the presumption of business activity which is provided by article 21 para. 3 of the Greek income tax code, according to which, in the case of making three (3) similar transactions within any six (6) month

period, the relevant income qualifies as income deriving from business activity, which does not apply for transactions comprising a transfer of the Notes; and (iii) will not be considered, in the event of a single isolated transaction in respect of the Notes, as generating income deriving from business activity.

In addition, Greek law 4548/2018 and article 14 of Greek law 3156/2003 apply to the Notes, meaning that the gain resulting from the transfer of the Notes is exempt from income tax on the basis of the Greek domestic tax law provisions; such exemption is final in respect of Non-Resident Noteholders, as well as in respect of Resident Noteholders who are natural persons (individuals) or legal persons or other entities retaining single entry books; for Resident Noteholders retaining double entry books, said exemption operates as tax deferral.

C. Solidarity Levy

The overall net income of a natural person (individual) which is reported in an annual personal Greek income tax return and exceeds EUR 12,000 is subject to an annual levy called a solidarity levy (*εισφορά αλληλεγγύης*). The rate of the solidarity levy rises progressively from 2.2 per cent. to 10 per cent. and is calculated with reference to both taxable and tax exempt income.

Pursuant to article 21 par. 3 and article 66 par. 19 of Greek Law 4646/2019, the interest income arising under Listed Notes and paid to holders who are Non-Resident Noteholders shall be exempt from the solidarity levy.

According to Guidelines of the Independent Authority for Public Revenue E2009/2019 and Decision no. 2465/2018 of the Council of State, the solidarity levy is not imposed on income generated in Greece and acquired by a non-Greek tax resident or to income generated outside Greece and acquired by a Greek tax resident, when Greece is not entitled to impose tax on the basis of a DTT.

Greek Law 4799/2021 published in the Official Gazette no. A78/18-08/2021, provides for an exemption from the solidarity levy in respect of individuals Noteholders for 2021.

The proposed financial transactions tax

On 14 February 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common financial transactions tax ("**FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**"). However, Estonia has since stated that it will not participate.

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006 are expected to be exempt.

Under the Commission's Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the Commission's Proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a "**foreign financial institution**" (as defined by FATCA) may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including the UK and Greece) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as Notes, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. federal register and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal income tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are published generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date (including by reason of a substitution of the Issuer). However, if additional Notes (as described under Condition 15) that are not distinguishable from previously issued Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Noteholders should consult their own tax advisers regarding how these rules may apply to their investment in Notes.

SUBSCRIPTION AND SALE

BNP Paribas, BofA Securities Europe SA, Citigroup Global Markets Europe AG, Commerzbank Aktiengesellschaft, Morgan Stanley Europe SE and Alpha Finance Investment Services Single Member S.A. (together, the "**Managers**") have, pursuant to a Subscription Agreement (the "**Subscription Agreement**") dated 21 September 2021, jointly and severally agreed with the Issuer, subject to the satisfaction of certain conditions, to subscribe for the Notes. In the Subscription Agreement, the Issuer has agreed to pay a fee to the Managers in consideration of their agreement to subscribe for the Notes and to reimburse the Managers for certain of their expenses in connection with the issue of the Notes. The Managers are entitled to terminate the Subscription Agreement in certain limited circumstances prior to the issue of the Notes.

United States

The Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, US persons except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act.

The Notes are subject to US tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by US Treasury regulations. Terms used in this paragraph have the meanings given to them by the US Internal Revenue Code of 1986 and regulations thereunder.

Each Manager has represented and agreed that it will not offer, sell or deliver Notes (i) as part of its distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of all the Notes within the United States or to, or for the account or benefit of, US persons except in accordance with Regulation S of the Securities Act and it will have sent to each dealer to which it sells Notes during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, US persons. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of the Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

Prohibition of Sales to EEA Retail Investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available the Notes to any retail investor in the EEA. For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following:

(i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

(ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

United Kingdom

Prohibition of Sales to UK Retail Investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available the Notes to any retail investor in the UK. For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or

(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR.

Other regulatory restrictions

Each Manager has represented and agreed that:

(a) *Financial promotion*: it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and

(b) *General compliance*: it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the UK.

Singapore

Each Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Manager has represented, warranted and agreed that it has not offered or sold the Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell the Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Greece

Each Manager has represented and agreed that it has complied and will comply with: (i) the provisions described above in this section under "*Prohibition of Sales to EEA Retail Investors*"; (ii) all applicable provisions of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and the relevant provisions of Greek law 4706/2020; (iii) all applicable provisions of Greek law 4548/2018; (iv) all applicable provisions of Greek law 4514/2018, which transposed into Greek law MiFID II (including without limitation the provisions of article 16 par. 3 of Greek law 4514/2018) as well as any regulation or rules made thereunder, as supplemented and amended from time to time, with respect to anything done in relation to the offering of the Notes in, from or otherwise involving the Hellenic Republic; and (v) the Bank of Greece Executive Committee Act No. 147/27.07.2018 and the HCMC Decision No. 1/808/7.2.2018, implementing in Greece MiFID II Delegated Directive (EU) 2017/593.

Italy

The offering of the Notes has not been registered with the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian securities legislation and, accordingly, no Notes may be offered, sold or delivered, nor may copies of this Offering Circular or of any other document relating to the Notes be distributed in the Republic of Italy, except in accordance with any Italian securities, tax and other applicable laws and regulations.

Each Manager has represented and agreed that it has not offered, sold or delivered, and will not offer, sell or deliver any Notes or distribute any copy of this Offering Circular or any other document relating to the Notes in Italy except:

(i) to qualified investors (*investitori qualificati*), pursuant to Article 2 of the Prospectus Regulation and any applicable provision of Italian laws and regulations; or

(ii) in any other circumstances which are exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation, Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and Article 34-ter of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time, and the applicable Italian laws.

Moreover, and subject to the foregoing, any offer, sale or delivery of the Notes or distribution of copies of this Offering Circular or any other document relating to the Notes in the Republic of Italy under (i) or (ii) above must be:

(a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the "**Banking Act**"); and

(b) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and

(c) in compliance with any other applicable laws and regulations, including any limitation or requirement imposed by CONSOB or other Italian authority.

General

Each Manager has represented, warranted and agreed that it has complied and will (to the best of its knowledge and belief having made all due and proper enquiries) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers the Notes or possesses or distributes this Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of the Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuer nor any of the other Managers shall have any responsibility therefor.

Neither the Issuer nor any of the Managers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

GENERAL INFORMATION

Authorisation

The issue of the Notes has been duly authorised by resolutions of the Board of Directors of the Issuer dated 26 August 2021.

Listing and Admission to Trading

Application has been made to the Luxembourg Stock Exchange for the Notes to be admitted to trading on the Euro MTF Market and to be listed on the official list of the Luxembourg Stock Exchange.

Documents Available

For so long as the Notes remain outstanding, copies of the following documents will, when published, be available for inspection or collection free of charge during normal business hours at the registered office of the Issuer and from the specified office of the Agent in London upon reasonable request or may be provided by email to a Noteholder or Couponholder following their prior written request to any Paying Agent and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent):

- the constitutional documents of the Issuer (in English);
- the annual report of Alpha Holdings for the financial years ended 31 December 2020 and 31 December 2019;
- the reviewed interim consolidated financial statements of Alpha Holdings for the six months ended 30 June 2021;
- the Agency Agreement
- the Noteholders Agency Agreement; and
- a copy of this Offering Circular and the documents incorporated by reference herein.

In addition, this Offering Circular, the documents incorporated by reference in this Offering Circular and any notices published in Luxembourg in accordance with Condition 12 are expected to be available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg.

The International Securities Identification Number ("**ISIN**") for the Notes is XS2388172855 and the Common Code is 238817285.

The Classification of Financial Instrument code and the Financial Instrument Short Name code are set out on the website of the Association of National Numbering Agencies or may alternatively be sourced from the responsible National Numbering Agency that assigned the ISIN.

The address of Euroclear is 1 Boulevard du Roi, Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg.

Yield

The yield in respect of the Notes up to (but excluding) the Reset Date is 2.625 per cent. per annum. The yield is calculated at the Issue Date of the Notes on the basis of the issue price of 99.376 per cent. and the Initial Rate of Interest. It is not an indication of future yield.

Material Change and Significant Change

There has been no material adverse change in the prospects of the Issuer since 16 April 2021 (being the date of its incorporation) and no material adverse change in the prospects of the Group since 31 December 2020. There has been no significant change in the financial position of the Issuer or the Group since 30 June 2021.

Litigation

Neither the Issuer nor any other member of the Group is or has been, in the last twelve months, involved in any governmental, legal or arbitration, proceedings (and, so far as they are aware, no such proceedings are pending or threatened) which may have, or have had, a significant effect on their financial position or profitability.

Auditors

The current statutory auditors of Alpha Holdings and the Issuer are Deloitte Certified Public Accountants S.A. ("**Deloitte**"), whose registered address is 3a Fragkoklissias & Granikou Str., GR-151 25 Maroussi, Athens, Greece. Deloitte is a member of the Body of Certified Public Accountants of Greece (SOEL) and is also registered with the Public Company Accounting Oversight Board (PCAOB) and Hellenic Accounting and Auditing Oversight Board (ELTE). Deloitte has no material interest in the Issuer. Deloitte's reports on Alpha Holdings' 31 December 2019 and 31 December 2020 consolidated and separate financial statements prepared in accordance with IFRS as adopted by the European Union were not qualified.

The annual financial reports of Alpha Holdings for the financial years ended 31 December 2019 and 31 December 2020 were prepared in accordance with IFRS as adopted by the European Union.

ISSUER

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