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OFFERING CIRCULAR

ALPHA SERVICES AND HOLDINGS S.A.

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

€300,000,000 Fixed Rate Reset Additional Tier 1 Perpetual Contingent Temporary Write-Down Notes

Issue Price: 100 per cent.

The €300,000,000 Fixed Rate Reset Additional Tier 1 Perpetual Contingent Temporary Write-Down Notes (the "**Notes**") are issued by Alpha Services and Holdings S.A. (the "**Issuer**" or "**Alpha Holdings**").

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 Current Nominal Amount (as defined in the Conditions): (i) from (and including) 10 September 2024 (the "**Interest Commencement Date**") to (but excluding) 10 September 2030 (the "**First Reset Date**") at the rate of 7.500 per cent. per annum (the "**Initial Rate of Interest**"); and (ii) thereafter at the rate per annum equal to the relevant Reset Rate of Interest (as defined in the Conditions). Interest on the Notes will be payable semi-annually in arrear on 10 March and 10 September in each year (each an "**Interest Payment Date**"), commencing on 10 March 2025, provided that the Issuer may elect to cancel any interest payment (in whole or in part) at its sole and full discretion, and must cancel payments of interest (i) in the circumstances described in Condition 4.1 (*Cancellation of interest*) and/or (ii) if and to the extent that such payment could not be made in compliance with the Solvency Condition as defined in Condition 2.2 (*Solvency Condition*). Any interest which is so cancelled will not accumulate or be payable at any time thereafter, no amount will become due from the Issuer in respect thereof and cancellation thereof shall not constitute a default for any purpose on the part of the Issuer.

Upon the occurrence of a Trigger Event (as defined in the Conditions), the Current Nominal Amount of each Note will be immediately and mandatorily Written Down (as defined in the Conditions) by the relevant Write-Down Amount (as defined in the Conditions) in accordance with Condition 5.1 (*Loss absorption*) and any interest accrued and unpaid up to the relevant Write-Down Date (as defined in the Conditions) shall be cancelled in accordance with Condition 5.1 (*Loss absorption*). **Holders of the Notes (the "Noteholders") may lose some or all of their investment as a result of such Write-Down.** Following such Write-Down the Issuer may in certain circumstances, and at its sole and full discretion, Write Up (as defined in the Conditions) the Current Nominal Amount of each Note in accordance with Condition 5.4 (*Reinstatement of principal amount*).

The Notes will be perpetual securities with no fixed redemption date and the Noteholders will have no right to require the Issuer to redeem or purchase the Notes at any time. The Issuer may, in its sole and full discretion but subject to the Supervisory Permission (as defined in the Conditions), satisfaction of the conditions to redemption set out in Condition 6 (*Redemption, Purchase, Substitution and Variation*) and compliance with the Solvency Condition, elect to (a) redeem all (but not some only) of the Notes at their Current Nominal Amount, together with (subject to Condition 4.1 (*Cancellation of interest*)) interest accrued but unpaid from and including the immediately preceding Interest Payment Date up to (but excluding) any redemption date, (i) from and including 10 June 2030 (the "**First Call Date**") to and including the First Reset Date or on any Interest Payment Date thereafter, or (ii) at any time following the occurrence of a Tax Event or a Capital Disqualification Event or in the circumstances described in Condition 6.5 (*Redemption upon the exercise of the Clean-up Call option*), or (b) repurchase in any manner and at any price the Notes at any time in accordance with the then prevailing Regulatory Capital Requirements (as defined in the Conditions). The Issuer may also, subject to satisfaction of the conditions set out in Condition 6 (*Redemption, Purchase, Substitution and Variation*), vary the terms of, or substitute, the Notes in the circumstances described in Condition 6.7 (*Substitution and Variation*).

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The Notes and the relative Coupons (as defined in the Conditions) constitute direct, unsecured, unguaranteed and subordinated obligations of the Issuer and rank *pari passu* without any preference among themselves. The rights and claims of Noteholders in respect of, or arising under, or in connection with, their Notes (including any damages awarded for breach of obligations in respect thereof) are subordinated as further described in Condition 2 (*Status and Subordination*) and Condition 3 (*Winding-Up*).

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 United Kingdom ("**UK**") domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ("**UK MiFIR**").

The Notes are in bearer form and will initially be represented by a temporary global Note which will be deposited on or around 10 September 2024 (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 in "*Form of the Notes and Summary of Provisions Relating to the Notes While in Global Form*"), 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 Ba2 (positive outlook) by Moody's Investors Service Cyprus Ltd ("**Moody's**"), BB- (stable outlook) by S&P Global Ratings Europe Limited ("**S&P**") and BB (positive outlook) by Fitch Ratings Ireland Limited Sede Secondaria Italiana ("**Fitch**"). The Notes have been rated B2 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.

Structuring Adviser

Morgan Stanley

Joint Lead Managers

Citigroup	**HSBC**
J.P. Morgan	**Morgan Stanley**
UBS Investment Bank	**UniCredit**

The date of this Offering Circular is 6 September 2024.

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.

None of the Joint Lead Managers (as defined in "*Subscription and Sale*" below) has 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 any of the Joint Lead 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.

The Joint Lead Managers and their respective affiliates 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 Joint Lead 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. The Joint Lead Managers and their respective affiliates may have a lending relationship with the Issuer and may routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, the Joint Lead 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 Joint Lead 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 the Joint Lead Managers.

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 the Joint Lead Managers 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 the Joint Lead Managers 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 Joint Lead 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.

PROHIBITION ON MARKETING AND SALES TO RETAIL INVESTORS

1. The Notes are complex financial instruments. They are not a suitable or appropriate investment for all investors, especially retail investors. In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities such as the Notes. Potential investors in the Notes should inform themselves of, and comply with, any applicable laws, regulations or regulatory guidance with respect to any resale of the Notes (or any beneficial interests therein).

2. (a) In the UK, the Financial Conduct Authority ("**FCA**") Conduct of Business Sourcebook ("**COBS**") requires, in summary, that the Notes should not be offered or sold to retail clients (as defined in COBS 3.4 and each a "**retail client**") in the UK.

   (b) By purchasing, or making or accepting an offer to purchase, any Notes (or a beneficial interest in such Notes) from the Issuer and/or any of the Joint Lead Managers each prospective investor represents, warrants, agrees with and undertakes to the Issuer and each of the Joint Lead Managers that:

   (i) it is not a retail client in the UK; and

   (ii) it will not sell or offer the Notes (or any beneficial interest therein) to retail clients in the UK or communicate (including the distribution of this Offering Circular) or approve an invitation or inducement to participate in, acquire or underwrite the Notes (or any beneficial interests therein) where that invitation or inducement is addressed to or disseminated in such a way that it is likely to be received by a retail client in the UK.

   (c) In selling or offering the Notes or making or approving communications relating to the Notes you may not rely on the limited exemptions set out in COBS.

3. The obligations in paragraph 2 above are in addition to the need to comply at all times with all other applicable laws, regulations and regulatory guidance (whether inside or outside the European Economic Area (the "**EEA**") or the UK) relating to the promotion, offering, distribution and/or sale of the Notes (or any beneficial interests therein), whether or not specifically mentioned in this Offering Circular, including (without limitation) any requirements under MiFID II or the UK FCA Handbook as to determining the appropriateness and/or suitability of an investment in the Notes (or any beneficial interests therein) for investors in any relevant jurisdiction.

4. Where acting as agent on behalf of a disclosed or undisclosed client when purchasing, or making or accepting an offer to purchase, any Notes (or any beneficial interests therein) from the Issuer and/or the Joint Lead Managers the foregoing representations, warranties, agreements and undertakings will be given by and be binding upon both the agent and its underlying client.

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 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 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 UK 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 UK 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.

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 adviser.

THE NOTES ARE COMPLEX FINANCIAL INSTRUMENTS

The Notes are high risk and complex financial instruments and such instruments may be purchased by investors as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. 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 where the currency for principal or interest payments (being euro) is different from the potential investor's currency and the possibility that the entire principal amount of the Notes could be lost, including following the exercise of any bail-in power by the Relevant Resolution Authority (as defined in the Conditions) or a Write-Down of the Notes or if the Issuer becomes non-viable;

- understands thoroughly the terms of the Notes, such as the provisions governing Write-Down (including, in particular, the Common Equity Tier 1 Ratio (as defined in the Conditions), as well as under what

circumstances the Trigger Event will occur), and is familiar with the behaviour of any relevant indices and financial markets; and

- is able to evaluate (either alone or with the help of financial, legal or tax advisors) 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.

An investment in the Notes is not an equivalent to an investment in a bank deposit. Although an investment in the Notes may give rise to higher yields than a bank deposit placed with Alpha Bank S.A. 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 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 could lose their entire investment.

STABILISATION

In connection with the issue of the Notes, Morgan Stanley Europe SE (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.

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. Neither the Issuer nor any of the Joint Lead 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 the Joint Lead 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 UK, the EEA (including Greece and Italy) and Singapore, see "*Subscription and Sale*" below.

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 the Issuer and its subsidiaries and subsidiary undertakings from time to time.

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

All references in this Offering Circular to the Issuer and the Bank should be read and construed in accordance with the Hive Down. Accordingly, references in this Offering Circular to the Issuer or to the Bank 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 consolidated and separate financial information of Alpha Holdings for the year ended 31 December 2022 that appears in the annual report of Alpha Holdings for the year ended 31 December 2023 and the consolidated and separate financial information of Alpha Holdings for the period ended 30 June 2023 that appears in the reviewed condensed interim consolidated financial statements of Alpha Holdings for the period ended 30 June 2024 have been restated for the following reasons (as applicable):

- first year adoption of International Financial Reporting Standards ("**IFRS**") 17, which applied retrospectively from 1 January 2022;
- improvements to the presentation of the income statement to present better the nature of expenses and the structure of the income statement;
- reassessment of the accounting treatment for the tax benefit of the dividend coupon payment (as described in notes 9 and 30(ii) of the reviewed condensed interim consolidated financial statements of Alpha Holdings for the period ended 30 June 2024) for the €400,000,000 Fixed Rate Reset Additional Tier 1 Perpetual Contingent Temporary Write-Down Notes issued by the Issuer on 8 February 2023, which resulted in the retrospective recognition of the relevant income tax in the income statement instead of the statement of changes in equity; and
- following the decision to classify certain assets as held for sale as a result of the announcement of the strategic partnership with UniCredit S.p.A ("**UniCredit**"), the profit and loss relating to such assets must be shown as discontinued operations both for the current and comparative periods.

The restatements are described in detail in (i) note 54 to the audited consolidated financial statements of Alpha Holdings for the year ended 31 December 2023, which appears on pages 407 to 412 of the annual report of Alpha Holdings for the year ended 31 December 2023 and (ii) note 30 of the reviewed condensed interim consolidated financial statements of Alpha Holdings for the period ended 30 June 2024, which appears on pages 94 to 100 of the reviewed condensed interim consolidated financial statements of Alpha Holdings for the period ended 30 June

2024, each of which is incorporated by reference in this Offering Circular (see "*Documents Incorporated by Reference*" below).

All references in this Offering Circular to:

- the "**2019 Strategic Plan**" are to the strategic plan of the Issuer approved and announced by the Board of Directors of the Issuer in November 2019;
- the "**Updated Strategic Plan**" are to the updated strategic plan of the Issuer and the Bank approved and announced by the Board of Directors of the Issuer on 24 May 2021 and
- the "**2023-2025 Strategic Plan**" are to the strategic plan of the Issuer and the Bank approved by the Board of Directors of the Issuer on 7 June 2023".

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 these 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 its Strategic Targets (as defined below) in whole or in part or otherwise that the 2023-2025 Strategic Plan or any business plans of the Group 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.

As is the nature of any business plan, the 2023-2025 Strategic Plan, as summarised in the 2023-2025 Strategic Plan Press Release (each as defined below), includes various targets, aspirations and other similar forward looking

statements (collectively, and as may be revised from time to time (including, without limitation, as part of the Group's updated business plans), "**Strategic Targets**"). No assurance is given by the Issuer that the Group will be able to meet any of the Strategic Targets, in whole or in part.

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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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 (if principal becomes due) 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 THE JOINT LEAD MANAGERS.

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 ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES

Risks relating to the Issuer

The Issuer is a holding company.

The Notes are the obligation of the Issuer only. The Issuer is a holding company and conducts substantially all of its trading activities through its direct subsidiary, the Bank, and the other members of the Group. The Issuer's subsidiaries are separate and distinct legal entities, and have no obligations to pay any amounts due to Noteholders from the Issuer or to provide the Issuer with funds to meet any of the Issuer's payment obligations under the Notes. As the Issuer is a holding company, its ability to make payments to the Noteholders in respect of the Notes depends largely upon the receipt of dividends, distributions, loans or advances from its subsidiaries. The ability of those subsidiaries to pay dividends, distributions, loans or advances may be subject to applicable laws.

The Issuer's rights to participate in the assets of any subsidiary (including the Bank) if such subsidiary is liquidated will be subject to the prior claims of such subsidiary's creditors, except in the circumstance where the Issuer is also a creditor of such subsidiary with claims that are recognised to be ranked ahead of or which rank *pari passu* with such claims. Accordingly, if one of the Issuer's subsidiaries were to be wound up, liquidated or dissolved, (i) Noteholders would have no right to proceed against the assets of such subsidiary, and (ii) the Issuer would only recover any amounts (directly, or indirectly through its holdings of other subsidiaries) in the liquidation of that subsidiary in respect of its direct or indirect holding of ordinary shares in such subsidiary, if and to the extent that

any surplus assets remain following payment in full of the claims of the creditors and preference shareholders (if any) of that subsidiary or if the Issuer is itself a creditor of such subsidiary (in accordance with the relevant ranking of its claims). As well as the risk of losses in the event of a Group member's insolvency, the Issuer may suffer losses if any of its loans to, or investments in, its subsidiaries are subject to statutory write-down and conversion powers or if the subsidiary is otherwise subject to resolution proceedings. The Issuer may from time to time make loans to, or other investments in, the Bank and its other subsidiaries with the proceeds received from the Issuer's issuance of debt instruments, and loans or other investments made with the proceeds from deeply subordinated debt instruments such as the Notes should be expected to be deeply subordinated and replicate, to the maximum extent permitted by applicable laws, the terms of such deeply subordinated debt instruments.

Where securities issued by the Issuer have been structured so as to qualify as capital instruments under CRD IV (such as the Notes) or MREL (as defined herein) instruments, the terms of the corresponding on-loan to, or investment in, the Bank or any other subsidiaries may be structured to achieve equivalent regulatory treatment for the Bank or the relevant subsidiary, as the case may be. Accordingly, loans to, or investments in, the Bank or other subsidiaries may contain contractual mechanisms that, upon the occurrence of a trigger related to the prudential or financial condition of the Bank or relevant subsidiary or other specified trigger events, would automatically result in a write-down or conversion into equity of such loans or investments, impairing the Issuer's ability to recover amounts that would otherwise have been payable under such loans or investments. Such loans to, or investments in, the Bank or other subsidiaries may also be subject to non-viability loss absorption as described in "*Factors that may affect the Issuer's ability to fulfil its obligations under the Notes – Risks relating to regulation – 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*".

The Issuer retains absolute discretion to restructure such loans to (or any other investments in) any of its subsidiaries, including the Bank, at any time and for any purpose including, without limitation, in order to provide different amounts or types of capital or funding to such subsidiary as part of meeting regulatory requirements, including the implementation of MREL or the total loss-absorbing capacity requirements in respect of the Group. A restructuring of a loan or investment made by the Issuer in a Group member could include changes to any or all features of such loan, including its legal or regulatory form, how it would rank in the event of resolution and/or insolvency proceedings in relation to the Group member, and the inclusion of a mechanism that provides for an automatic write-down and/or conversion into equity upon the occurrence of specified trigger events. Any restructuring of the Issuer's loans to any of the members of the Group may be implemented by the Issuer without prior notification to, or consent of, Noteholders.

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, in the future, is likely 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 macroeconomic and political conditions in Greece. As of 30 June 2024, 96 per cent. of the Group's total net loans and advances to customers and 92 per cent. of net interest income were derived from domestic operations and, as of 30 June 2024, exposure to Greek government securities and derivative financial assets less derivative financial liabilities to the Greek public sector amounted to €8.1 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. Notwithstanding that the Hellenic Republic has exited the ESM

Programme, as part of the post-stabilisation programme period, it 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 economic developments and policies in Greece, were monitored under an enhanced surveillance framework in accordance with Regulation (EU) No 472/2013 until August 2022, when Greece exited the framework.

The Greek economy rebounded strongly in 2021 and 2022 recovering the losses from 2020, as GDP at constant prices increased by 8.4 per cent in 2021 and 5.6 per cent in 2022 (*EL.STAT.*, preliminary data published in October 2023), driven by a sharp increase of private consumption, a rise in investment, and the notable recovery of tourist inflows. GDP also increased by 2 per cent in 2023 (*EL.STAT.*, preliminary data published in March 2024).

The European Commission (European Economic Forecast, Spring, May 2024) has projected for Greece GDP increases of 2.2 per cent. in 2024 and 2.3 per cent. in 2025. Growth in the medium-term horizon is forecast to be driven by investment, supported mainly by the impetus from the Recovery and Resilience Facility (the "**RRF**"). Private consumption is also expected to support growth, whereas the external environment is forecast to remain supportive.

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.

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 primary balance in Greece remained negative in 2021 (-4.5 per cent. of GDP) but a surplus (albeit marginal) was recorded in 2022 (€27 million) and 2023 (1.9 per cent. of GDP). According to the Stability Plan for 2024, primary surpluses are also expected in 2024 and 2025 (2.1 per cent. of GDP), though there can be no assurance that such expectations will be correct.

Downside risks to the economic outlook for Greece are mainly external, such as ongoing global geopolitical tensions in Ukraine and the Middle East and headwinds for European growth generally. Historically, Greek GDP growth has been highly sensitive to European growth performance, as over 50 per cent. of Greek exports are targeted to EU countries and 60 to 70 per cent. of tourists originate from EU countries. The European Commission's most recent Spring Forecast projects a GDP growth of 1.0 per cent. in the EU for 2024 and 1.6 per cent. for 2025.

The impact of the extreme weather events in Greece in September 2023 is not expected to be significant in the short-term due to the substantial state-level response (totalling around €600 million) and mobilisation by the European Commission of up to €2.25 billion through undistributed and front-loaded current cohesion funds. It could, however, create upward pressures on inflation. In the medium-term, a deterioration in the trade balance is possible due to both the decline in exports of goods and the replenishment, through imports of goods, of the lost agricultural and livestock production that was intended for domestic consumption. In the long run, the reduction of capital used in the production process (buildings, machinery, land) is the most important challenge. This reduction negatively affects the productive capacity of the Greek economy and, consequently, its potential output.

Any depression in the Greek economy may have a significant material adverse effect on the Group's business, financial condition, results of operations and prospects.

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 the services it offers, as well as on customers' capacity to repay their obligations. The level of demand for savings and loans is 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 and significantly reduced 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 €37.6 billion from 31 December 2014 to 31 December 2015 (Source: *Bank of Greece*).

The Group's NPL ratio (defined as NPLs divided by gross loans at the end of the relevant reference period) stood at 2.4 per cent. as of 30 June 2024.

The Bank of Greece also assesses NPLs based on the European Banking Authority ("**EBA**") standards in order to monitor Greek banks' NPLs. The Group's non-performing exposure ("**NPE**") ratio amounted to 4.7 per cent. as of 30 June 2024.

The Greek economy started to recover in 2017. The upward trend was interrupted in 2020 due to the COVID-19 pandemic, which was a severe public health emergency for citizens, societies and economies. Cases of COVID-19 were detected in all EU member states and most countries worldwide, imposing a heavy burden on individuals and societies and putting a major strain on health systems. In addition to its significant social impact, the COVID-19 pandemic caused a major economic shock, leading to disruption of global supply chains, volatility in financial markets and reduced consumer demand and had a negative impact in key sectors such as travel and tourism.

According to Hellenic Statistical Authority (*EL.STAT.)* data published in October 2023, the Greek economy contracted by 9.3 per cent. in 2020. Further, the primary balance reached -6.7 per cent. of GDP in 2020 (*EL.STAT., "The Greek Economy" 1 December 2023*). Apart from the decline in revenues triggered by the recession, the prolongation of economic measures adopted by the relevant authorities to cushion the economic downturn weighed on the result.

The Bank has implemented a troubled assets management plan to reduce NPL/NPE volumes. Nevertheless, the implementation of the management plan (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 management plan 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, amongst other things, global geopolitical tensions, 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 the Bank's NPLs and NPEs, either of which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Inflationary pressures may have an adverse effect on the Group's business.

The Group’s business and operations may be affected by the current inflation surge, which started around mid 2021 after a few decades of very low inflation and was accelerated by Russia’s invasion of Ukraine.

In Greece, inflation started increasing in August 2021, reached 12.1 per cent. in September 2022 on an annual basis and has since been on a downwards trajectory. Average inflation was 4.2 per cent. in 2023, down from 9.3

per cent. in 2022, mainly driven by falling energy prices (Source: *EL.STAT, Harmonized Index of Consumer Prices Index (HICP) – February 2024*). The European Commission (Source: *European Economic Forecast, Spring, May 2024*) forecasts inflation based on the Harmonised Consumer Price Index (HICP) to reduce further to 2.8 per cent. in 2024 and 2.1 per cent. in 2025. There can, however, be no assurance that inflation will continue to decrease in Greece.

In response to historical inflationary pressures, the ECB has increased its base interest rate by 450 basis points since July 2022 to contain inflation until lowering each of the three key ECB interest rates by 25 basis points in June 2024. There can, however, be no assurance that measures taken by the ECB will be able to contain inflation.

The exact impact of inflationary pressures on the Group's activities depends on the duration and the actual inflation rate and, therefore, it is difficult to predict. It is possible that there will be a significant, and economically important, negative relationship between inflation and both banking sector development and equity market activity, which may have a material adverse effect on the business operations and economic results of the Group. Moreover, inflation is expected to put upward pressure on the Group's expenses, particularly wages.

If inflation persists at current levels or increases, the Group may have to identify effective means for hedging interest rate risk related to inflationary pressures and adjust its operations. Any failure of the Group to address or hedge persisting inflationary pressures could adversely affect its financial condition, capital adequacy and operating results.

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:

(A) changes in government and economic policies;

(B) political instability, military conflicts or geopolitical tensions that impact South-Eastern Mediterranean Europe and/or other regions, including the ongoing war in Ukraine as well as the conflict in the Middle East;

(C) changes in the level of interest rates set by the ECB;

(D) regulations and directives relating to the banking and other sectors;

(E) the socio-economic impact of climate change; and

(F) 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 Bank of Greece, the NPE ratio for Greek banks stood at 12.8 per cent. on a solo basis in December 2021, having declined strongly from 30.1 per cent. at the end of 2020 and 40.6 per cent. at the end of 2019. Net inflows of NPEs continued, but remained below initial expectations. In March 2024, as it does each year, the Bank submitted to the Single Supervisory Mechanism ("**SSM**") updated NPE plans covering the period 2024-2026.

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 has reduced 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 NPE ratio for the Group on 30 June 2024 stood at 4.7 per cent. and the NPL ratio at 2.4 per cent. In accordance with the Group's most recent business plan, the Group is targeting an NPE ratio below 4 per cent. by the end of 2026, through organic and inorganic deleveraging. The key drivers for achieving this target include inflow management, curing performance and liquidation activity turnaround.

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, amongst 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 5072/2023.

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 of 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 2019 Strategic Plan also envisaged 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 following completion of the Galaxy Securitisation, the Bank set out its intention, under its Updated Strategic Plan, to dispose of further NPE portfolios with an aggregate gross book value of more than €8.1 billion by the end of 2022.

The Group has since launched several NPE transactions with total gross book value of over €8.1 billion including (a) an NPE securitisation transaction of gross book value of €3.4 billion ("**Project Cosmos**"), for which a binding agreement was signed on 22 October 2021 with an application submitted under the HAPS scheme extension (the "**HAPS 2**") on 15 October 2021, and which was completed on 17 December 2021; (b) together with the other Greek systemic banks, a securitisation under "**Project Solar**", for which an application has been submitted under a HAPS scheme extension (such scheme extension, as it may be further extended from time to time, "**HAPS 3**"), for which the execution of a binding agreement between the four systemic banks and Waterwheel Capital Management, L.P., acting as investment manager on behalf of an affiliated entity managed by it was announced on 2 November 2023 and in which the Bank's participation is €0.4 billion as of 30 September 2021; (c) an outright sale of a portfolio of retail unsecured NPLs with a total outstanding balance of €2.1 billion and a total gross book value of €1.3 billion as of 31 December 2020, for which a binding agreement with Hoist Finance AB (publ) was executed on 28 December 2021 (known as "**Project Orbit**"), which was completed on 24 March 2023; (d) an outright sale of a portfolio of Cypriot NPLs and real estate properties with a total gross book value of €2.3 billion, which was sold by Alpha International Holdings S.M.S.A. ("**AIH**"), the 100 per cent. (indirect) subsidiary of Alpha Holdings (known as "**Project Sky**") to an affiliate of Cerberus Capital Management L.P., which completed on 16 June 2023; (e) an outright sale of an NPE portfolio of Corporate/SMEs secured loans with a total gross book value of €0.65 billion as of 30 September 2022 (known as "**Project Hermes**")**,** which was completed on 25 May 2023; (f) an outright sale of an NPE portfolio of unsecured loans with a gross book value of €0.2 billion as of 30 September 2022 (known as "**Project Cell**") which was completed on 20 October 2023; (g) an NPE securitisation transaction of a portfolio with a gross book value of €0.5 billion as of 30 June 2023 (known as "**Project Gaia**"), which is expected to be executed through a securitisation structure under the HAPS 3 scheme and which is expected to be completed in 2024; (h) the disposal of an NPE portfolio of leasing exposures with a gross book value of around €0.24 billion as of 30 June 2021 (known as "**Project Andros**"), which is expected to be completed

by the end of the fourth quarter of 2024 or the first quarter of 2025, forming an integral part of Alpha Leasing S.A.'s common demerger, as announced on 20 June 2024 and as further described in "*The Group – Other material milestones and transactions*"; and (i) an NPE securitisation transaction of a portfolio with a gross book value of around €0.4 billion as of 30 June 2023 (known as "**Project Gaia II**"), which is expected to be executed through a securitisation structure under the HAPS 3 scheme and which is expected to be completed in 2025.

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 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 3 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 – Securitisations – the Hellenic Asset Protection Scheme (HAPS, HAPS 2 and HAPS 3)*").

Failure to be assigned the required rating by rating agencies may result in particular transactions not being eligible for inclusion in the HAPS 3 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 – Securitisations – the Hellenic Asset Protection Scheme (HAPS, HAPS 2 and HAPS 3)*". If the Bank is not able to benefit from the HAPS 3 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 the Bank's balance sheet and the consideration that investors specialised in NPE acquisitions are prepared to offer, or may lead to greater write-down of loans or a requirement to create additional provisions.

Moreover, there can be no assurance that the Bank will be able to meet its target to reduce its NPE ratio below 4 per cent. by the end of 2026.

Furthermore, there can be no assurance that the expected improvement in the macroeconomic performance and growth will indeed materialise, particularly in light of other intervening events that have weighed on global economic conditions, such as the war in Ukraine and the conflict in the Middle East. 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 corresponding 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.

By the end of 2022 the Greek economy had recouped the losses suffered during the COVID-19 crisis, whereas the effects of the 2022 energy crisis were moderated by co-ordinated actions at a European level for the decrease of energy consumption, limitation of dependence on the Russian natural gas imports along with increase in the use of renewable sources in energy production, coupled with the implementation of expansionary fiscal measures to support disposable income.

Domestic labour market conditions continued to improve in 2022 and 2023 in line with the ongoing strong economic performance. The unemployment rate averaged to 12.4 per cent. in 2022, down by 2.3 per cent. from 2021 (14.7 per cent.) and down further to 11.1 per cent. in 2023, falling to its lowest rate since 2009. Moreover, the labour force increased by 1.3 per cent. in 2023.

Inflationary pressures persisted in 2023, however, albeit at a decelerating pace, as the increase in energy prices recorded in 2022 had spill over effects in other categories of goods and services. In order to contain inflation the ECB has tightened its monetary policy, raising its base interest rate by a total of 450 basis points since July 2022. In June 2024 the ECB proceeded to an interest rate cut by 25 basis points. However, the possibility of the ECB further increasing key interest rates, should inflation pick up again, including as a result of geopolitical tensions and supply-chain disruptions, raising the cost of borrowing for the government, households and businesses and suppressing consumption and investment, cannot be excluded.

The latter could result in decreased demand for borrowings, increased deposit outflows and a significant increase in the level of the Bank's NPEs, notwithstanding any government or banking sector initiatives (such as support to vulnerable households and interest rate freezes for performing loans) aimed at mitigating such risks. Any of the foregoing could have an adverse effect on the Bank's future earnings, capital adequacy, financial condition and results of operations.

Any deterioration in the value of collateralised assets, including houses and other immovable property, may adversely affect the Bank's future earnings, capital adequacy, financial condition and results of operations.

As far as the real estate market is concerned, both residential and commercial real estate prices continued to rise in 2022 and 2023; nominal house prices across Greece rose by 11.1 per cent. in 2022 (2020: 4.5 per cent.; 2021: 7.6 per cent.) and by 13.4 per cent. year-on-year in 2023, whereas prime office prices grew by 3.6 per cent. in 2022 (2021: 1.7 per cent.; 2020: 1.2 per cent.) and by 5.9 per cent. year-on-year in 2023.

Additionally, residential investment remained on an upward trajectory. It is also worth noting that net foreign direct investment in real estate in 2022 rose by 68 per cent., year-on-year, reaching €2 billion (2021: €1.2 billion; 2020: €0.9 billion) and by around 8 per cent. year-on-year in 2023 (Source: *Bank of Greece, Non-residents' Direct Investment in Greece in Real Estate*). Despite the weakening economic outlook, along with the persistent inflation, the expansion in the real estate cycle is expected to continue in the short-term. However, real estate market dynamics are surrounded by high uncertainty, related to the ongoing conflicts in Ukraine and the Middle East and the impact from the increased materials costs and interest rates. Also, the fact that the rise in real estate prices and demand is interlinked with foreign direct investment inflows makes it more vulnerable to international conjecture.

A global economic slowdown may result 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. As residential mortgage loans and mortgage-backed loans are among 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, as well as the nature, location and physical condition of the property concerned. Changes in laws, inflation, and governmental regulations governing real estate usage, zoning and taxes also play a significant role. Furthermore, real estate markets are cyclical, unpredictable and influenced by the overall state of the economy.

Despite the current positive trend, any decline in the value of collateralised assets and exposures may necessitate the Bank recognising additional impairment charges, which could have an adverse effect on its future earnings, capital adequacy, 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.

The Bank is committed to further improving the efficiency of its operations and the productivity of its organisation, while at the same time delivering appropriate levels of service to each customer segment, with improved availability, speed and quality of response to customer requests, and further enhancing customer satisfaction across the board. These enhancements are also expected to drive an expansion of sales and revenues and further improvement of the Bank's profitability profile. Several concurrent initiatives are underway in the Bank, as part of its continuous improvement:

- The Digital Transformation programme, aiming at enhancing the Bank's service model, driving operational efficiency and expanding revenue streams, building on technology and digital infrastructure.

- The Operational Transformation programme, aiming at increasing efficiency and productivity of operations across business lines, through optimisation and automation of relevant workflows and enhancements of the operating model.

- The Retail Operational Efficiency programme, aiming at optimising a series of administrative tasks and processes affecting the Retail Network, through process redesign, automations and centralisation initiatives, reducing staffing requirements for the branch network and increasing time allocation to customer facing activities.

- A series of other cost optimisation initiatives, touching upon key third party spend categories to produce further efficiencies, through demand management and procurement levers.

Although the Bank has developed dedicated teams in order to support the implementation of the aforementioned initiatives, such implementation may be delayed or adversely impacted by factors beyond its control, or the positive impact of such initiatives may be less than anticipated. Inability to implement or to implement in a timely manner these strategies and achieve the Group's transformation objectives may adversely affect its business, financial position, and results of operations.

The Bank may be unable to implement its Strategic Targets or implementation of such targets may be delayed by factors beyond the Bank's control, which may have a material adverse effect on its business, financial position, and results of operations.

On 7 June 2023 the Bank announced its 2023-2025 Strategic Plan. The 2023-2025 Strategic Plan aims at:

- Boosting digital and focusing on high-value segments in retail banking;

- Revamping the service model to increase penetration in wealth management services;

- Consolidating the Bank's leadership position in wholesale banking;

- Improving returns on deployed capital in the international operations of the Group;

- Continuing to selectively grow the lending book while maintaining strong levels of liquidity; and

- Scaling up the Bank's sustainable finance strategy to meet full market potential and deliver on firm Environmental, Social and Governance ("**ESG**") commitments.

Further information on the 2023-2025 Strategic Plan and the Strategic Targets may be found in the 2023-2025 Strategic Plan Press Release and in "*Business of the Group – Strategy*".

Although the Bank is committed to delivering the Strategic Targets and has developed dedicated teams, including a general management team, in order to support the implementation of its 2023-2025 Strategic Plan, no assurance can be given by the Issuer that the Group will be able to meet any of the Strategic Targets, in whole or in part. Further, such implementation may be delayed or adversely impacted by factors beyond its control, or the positive impact of the 2023-2025 Strategic Plan may be less than anticipated. Inability to implement or to implement in a timely manner these strategies and achieve the Group's objectives and/or the Strategic Targets may adversely affect its business, financial position, and results of operations.

The Bank is exposed to credit risk, market risk, non-financial risk, liquidity risk and litigation risk.

As a result of its day-to-day activities, the Bank is exposed to a variety of risks, including credit risk, market risk, non-financial risk, liquidity risk and litigation risk. For more information on these and other risks facing the Bank's business, see below and "*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 the Bank's 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 undiversified 1 day value at risk ("**VaR**") estimate for the Bank's trading book as of 30 June 2024 was €2.13 million (rounded) (consisting of €0.85 million for foreign exchange risk and €1.28 million for interest rate risk). The 1 day VaR as of 30 June 2024 is reduced by €0.59 million to €1.54 million due to the diversification effect of 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*".

Non-financial risk.

The Bank's businesses are dependent on their ability to process a very large number of transactions efficiently and accurately. Non-financial risks 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 (such as 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 of, or non-compliance with, the applicable 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 July 2021 a Court of First Instance ruled against the Bank and certain members of its current and previous management in relation to an aborted initial public offering which was launched in 2000 by a hotel business, ordering the payment of an amount of €65 million, accepting the allegations of the claimant (the proposed issuer of the shares) that it decided to abort the initial public offering on the basis of advice and commitments by the Bank, which the claimant alleges were not met. The Bank filed an appeal against the Court of First Instance's ruling and in December 2022 the decision of Court of First Instance was overruled by the Athens Court of Appeals. On 5 September 2023, the claimant filed a cassation before the Supreme Court against the judgement of the Athens Court of Appeals (filing number: 6331/2023). Although there are strong legal arguments supporting the dismissal of the cassation, there can be no assurance that the decision of the Athens Court of Appeals will not be overruled (in whole or in part) before the Supreme Court.

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 on 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 profitability, 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.

As with any credit institution, changes in market interest rates may affect the interest rates charged on interest-earning assets differently from the interest rates paid on interest-bearing liabilities. This difference could reduce the Bank's 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.

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.

In financial markets, concerns about, amongst other things, the longer-term economic impact of geopolitical tensions (including the conflicts in Ukraine and the Middle East), which among other impacts have created significant inflationary pressures in the global economy, are 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.

Furthermore, concerns about the instability of financial institutions more generally, taking into consideration global banking integration, may lead to transmission of financial instability in the global banking sector, affecting market sentiment with a corresponding drop in asset prices and increase in deposit outflows and funding costs which would influence negatively the Group’s financial position.

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.

The exclusion of Russian banks from SWIFT and the sanctions imposed on Russian persons and assets in the US, Europe and Canada are expected to have a material adverse effect not only on Russian borrowers, increasing the risk of defaults, but also the global economy as a whole.

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 on 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 2023-2025 Strategic Plan with respect to service and operational digitisation may impact its ability to compete with new industry entrants.

Laws regarding the bankruptcy of individuals and regulations governing creditors' rights 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, as amended and in force (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 debt settlement 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 debt settlement process and the early warning mechanism set out in the Insolvency Code entered into force on 1 June 2021 as they required the issuance of several pieces of secondary

legislation as well as the development of an electronic platform and a special algorithm for debt viability analysis purposes. For those persons who carry on a business activity, have their centre of main interests in Greece and face probability of insolvency, the pre-bankruptcy rehabilitation proceedings (in Greek "Εξυγίανση") came into effect from 1 March 2021.

If the economic environment deteriorates, including as a result of the adverse economic impact expected from the conflicts in Ukraine and the Middle East, bankruptcies, other insolvency procedures and governmental measures could intensify or applicable laws and regulations may be amended to limit the impact of the deterioration 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 measures 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.

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.

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/EU (the "**DGSD**") 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. In April 2023, the European Commission proposed amendments to the DGSD, the potential indirect impact of which on the Bank's contributions to the HDIGF is still to be assessed. As a third pillar of the Banking Union, the European Commission has proposed the establishment of a European deposit guarantee scheme. 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.

Under a future European deposit guarantee scheme, the Bank may be required 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 IFRS in calculating its capital base 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 CET1 capital. DTAs created as a result of the transition from IAS 39 to IFRS 9 are added back with a phase-in factor according to the requirements of Article 473(a) of Regulation (EU) 2017/2395, as amended by Regulation (EU) 2020/873. The Group is adequately capitalised to meet the needs arising from the application of the standard, and the impact from the initial implementation of the standard has been fully incorporated in the ratios since January 2023.

Since then, new Greek legislation has been introduced that permits Greek credit institutions, including the Bank, to deduct the transaction loss from the exchange of Greek government bonds or corporate bonds guaranteed by the Greek state, in application of a participation programme in the redistribution of Greek debt (of par. 2 of article 27 of law 4172/2013) as a priority compared to the transaction loss due to credit risk. The amount of the annual transaction loss from credit risk deduction is limited to the amount of the annual gains determined under tax law, before the deduction of these losses resulting from credit risk and after the deduction of the loss resulting from the PSI bond exchange, see "*Regulation and Supervision – PSI Programme*". The remaining amount of the annual deduction that has not been offset is carried forward for deduction in subsequent tax years within the twenty-year period, in which the remaining profits will remain after the annual deduction of the transaction losses corresponding to those years. The order of deduction of the transferred amounts is preceded by the older transaction loss balances compared to the newer ones. If at the end of the twenty-year amortisation period there are balances that have not been offset, these are losses subject to the five-year transfer rule. It is noted that the above provision does not affect the rate of the depreciation for regulatory purposes of the DTA, neither retrospectively nor in the future, i.e. the DTA will continue to be depreciated on a straight line basis (one-twentieth per year), for both previous, as well as for future sales of NPLs. This legislation 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, the "**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 – Deferred Tax Assets (DTAs)*". As at 30 June 2024, the Group's eligible DTAs were €2.5 billion.

As at 30 June 2024, 52.2 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 materialises, 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 is insured with funds providing social security (main pension, auxiliary pension, health and welfare), which operate as defined contribution plans. As regards the Group's employee defined benefit plans, the recognised liability amounted to €25 million as of 30 June 2024 on a consolidated basis, primarily relating to a lump sum payment on retirement for the Group's employees in Greece in accordance with Greek Laws 2112/1920 and 3198/1955 (as amended by Greek Law 4093/2012). 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.

An institution for occupational retirement provision ("**IORP**") for the employees of the Group was established in March 2023 aiming at providing supplementary insurance protection, in addition to that provided by the main and auxiliary social insurance funds. Group employees become members of this defined contribution plan upon submitting an application on a voluntary basis. The IORP is governed by the provisions of Greek Law 5078/2023 which transposed Directive (EU) 2341/2016 into Greek law, which as of its entry into force repealed the relevant provisions of Greek Law 4680/2020. There is a supervision framework from the Greek Ministry of Labour and

Social Affairs, the National Actuarial Authority as well as the Hellenic Capital Market Commission with regards to investments to minimise potential risks.

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 activities. 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, internal or external fraud, 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 applicable regulatory requirements, 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, especially after the imposition of a new set of sanctions on Russia, Russian individuals and Russian assets in light of the war in Ukraine. 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.

The number of the Group's employees in Greece increased during the first six months of 2024 (5,661 employees as of 31 December 2023 and 5,721 employees as of 30 June 2024).

The number of employees in subsidiaries abroad decreased slightly during the first six months of 2024 (2,476 employees as of 31 December 2023 and 2,464 employees as of 30 June 2024).

While the Group is fully compliant with the relevant provisions of applicable legislation, it cannot know whether, nor guarantee that, these measures or any other future action relating to the implementation of any potential further reduction in the number of the Group's employees will not result in legal disputes or disruption to its business activities. 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 relies 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, is 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 also 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 externally. 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 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 the 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 the 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 relevant company's total worldwide annual turnover in the preceding financial year or €20 million (whichever is higher) and fines of up to 2 per cent. of the relevant company's total worldwide annual turnover in the preceding financial year or €10 million (whichever is higher) 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*, implements the GDPR and, together with Greek Law 3471/2006 and other relevant regulations, legislation and guidelines, provides for protections relating to the processing of personal data. The Hellenic Data Protection Authority is the competent authority which supervises the application of the GDPR, national data protection 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 with any applicable regulations or legislation 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 ongoing impact of current economic conditions (especially in the post-COVID-19 era), Russia's invasion of Ukraine, the ongoing conflict in Middle East 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 various assets, such as EU sovereign bonds, Greek government bonds and Treasury Bills and bonds issued by supranationals, corporates or financial entities. 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 2024, the Bank's total Eurosystem funding was €4 billion. Any change in the terms of TLTRO III could affect the Bank's

liquidity position and costs. Although the Bank's liquidity position has improved, with no dependence on emergency liquidity assistance 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 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 may be adversely affected by changes in ECB rules relating to collateral. If the ECB were to revise its 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, 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 Group's and 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 have been directly applicable since 28 June 2021, subject to certain exceptions, with further amendments introduced by Regulation (EU) 2020/873 and 2021/558 to mitigate the economic effects of the COVID-19 pandemic. Moreover, Directives (EU) 2019/878 and 2019/2034, which amend Directive 2013/36/EU, were transposed into Greek law by virtue of Greek Laws 4799/2021 and 4920/2022 respectively.

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 – 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, HAPS 2 and HAPS 3, 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 the Galaxy Transaction and Project Cosmos 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 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 – 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 from the applicable resolution authority, thereby increasing the likelihood that 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). 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 – 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 Issuer anticipates that they will continue to be, published by national and supranational regulatory authorities.

The EU-wide stress test is conducted by EBA every two years for the largest European banks and by the ECB for the banks which are not included in the first group.

On 5 July 2024, the EBA published for informal consultation its draft methodology, templates, and guidance for the 2025 EU-wide stress test. This step marks the beginning of the dialogue with the banking industry and builds upon the methodology used in the 2023 exercise, with improvements reflecting new insights and regulatory changes. Some important changes are being introduced, notably the integration of the revised CRR (known as CRR3), set to be implemented on 1 January 2025. It also takes into account the Commission's announcement to postpone the application date of the fundamental review of the trading book. Other enhancements include the centralisation of net interest income projections and advancements in the market risk methodology to increase risk sensitivity. The Issuer, together with 68 banks from the EU and Norway, including 54 from the euro area, will participate in the exercise, thus covering 75 per cent. of the EU banking sector. The expanded geographical reach and inclusion of proportionality features aim to boost efficiency while ensuring the relevance and transparency of the results.

Notwithstanding the performance of the Issuer in the most recent stress test, 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 (or the results thereof) 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 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 amended by Greek Law 4799/2021 and Greek Law 4920/2022 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 – Recovery and resolution of credit institutions – Resolution tools*". The BRRD separately contemplates that certain capital instruments (including the Notes) and certain internal 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 certain capital instruments (including the Notes) and certain internal eligible liabilities and/or convert them into shares.

Should Alpha Holdings and/or 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 its Board of Directors and management team and could adversely affect the Group's business, financial condition, results of operations and prospects. This could also result in 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 Alpha Holdings and/or the Bank is restored. The resolution authorities may also decide to reduce the nominal interest rate of any Notes.

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). Accordingly, the binding MREL level will apply to the Bank and not to the consolidated Group.

On 23 March 2023, the Bank received a communication from the SRB regarding its binding MREL requirements. The requirements are based on the Bank Recovery and Resolution Directive, i.e. Directive (EU) 2019/879 ("**BRRD II**"), 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 (such as the Notes) and has already issued Tier 2 and Additional Tier 1 capital instruments. The Bank will be the Group's sole issuer of external MREL debt and funding instruments (such as senior non-preferred and senior preferred instruments). The Bank, continuing to implement its strategy of achieving MREL targets in a sustainable manner, while improving its financial profile and diversifying its funding sources, in September and December 2021 issued senior preferred bonds, amounting to €500 million and €400 million with a maturity of six years and six months and two years, respectively. In November and December 2022 the Bank completed the issuance of senior preferred bonds of €400 million and €450 million with a maturity of three year and four years and six months, respectively. The December 2022 issuance replaced the December 2021 issuance for MREL purposes. The Bank completed the issuance of senior preferred bonds of €500 million with a maturity of six years in June 2023 and the issuance of senior preferred bonds of €400 million with a maturity of six years in February 2024.

According to the SRB decision on 22 April 2024, the Bank needs to meet, from 1 January 2026 on a consolidated basis, the following MREL requirements, namely 24.26 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 2024, namely 18.81 per cent. of TREA and 5.91 per cent. of LRE, and from 1 January 2025, namely 21.54 per cent. of TREA. The MREL ratio requirement expressed as a percentage of TREA does not include the combined buffer requirement, currently at 3.73 per cent. (as of 30 June 2024). The interim MREL requirements of January 2024 were successfully met by the Bank.

No subordination requirement applies to the Bank. The MREL requirements, including the multi-year transitional period, are subject to annual review and approval from the SRB.

On 30 June 2024, the Bank’s MREL ratio stood at 25.79 per cent., which is above both the interim targets for 1 January 2024 (22.54 per cent. (including the combined buffer requirement) of TREA) and for 1 January 2025 (25.27 per cent. (including the combined buffer requirement) of TREA). Such ratio includes the profit for the financial reporting period that ended on 30 June 2024 post a provision for dividend payout.

If 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 Group'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, including interest payments under the Notes.

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 uncertainty regarding the country's commitment or ability to complete all fiscal reforms or meet other related obligations within the expected timeframe, or as a result of macroeconomic impact caused by the conflicts in Ukraine or the Middle East.

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.

Risks relating to operations outside the Hellenic Republic

The Group conducts international activities outside of Greece.

In addition to its operations in the Hellenic Republic, the Group has operations in Cyprus, Romania, the UK and Luxembourg.

On 15 July 2024, the Issuer announced that its wholly-owned subsidiary AIH had entered into a definitive agreement with UniCredit on 12 July 2024 regarding the sale of 90.1 per cent. of Alpha Bank Romania S.A. ("**Alpha Bank Romania**") to UniCredit. The sale will be followed by the merger of the parties' Romanian subsidiaries, and forms part of the strategic partnership announced on 23 October 2023 between the Issuer and UniCredit. As per the terms and conditions of the transaction, UniCredit will acquire from AIH 90.1 per cent. of the share capital of Alpha Bank Romania in consideration of (i) 9.9 per cent. of the share capital of UniCredit Bank S.p.A. ("**UniCredit Romania**") and (ii) €256 million in cash. Upon completion of the transaction, which is subject to all applicable regulatory approvals and consents, AIH will own 9.9 per cent. of Alpha Bank Romania and 9.9 per cent. of UniCredit Romania. The transaction, which is expected to be capital ratio accretive for Alpha Bank by around 100 basis points, is expected to be completed by the end of 2024. After completion of the transaction, Alpha Bank Romania shall be merged with UniCredit Romania forming a combined banking entity in which AIH shall hold a 9.9 per cent. stake.

Excluding Alpha Bank Romania, which is in the process of merger, the Group's operations in Cyprus are the Group's largest and most significant operations outside of the Hellenic Republic, accounting for 2.6 per cent. of the Group's total net loans as of 30 June 2024. As of 30 June 2024, loans and advances to customers net of allowance for impairment losses relating to the Group's operations in Cyprus amounted to €0.9 billion and due to customers amounted to €3 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 conflicts in Ukraine and the Middle East may adversely affect South Eastern European countries and especially the Cypriot economy which is more dependent on Russian economic activity.

The majority of the Group's South Eastern Europe operations are in economies in which the Group faces particular non-financial 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, adverse economic conditions 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.

Further, no assurance can be given that the strategic partnership with UniCredit will be implemented in time or at all.

RISKS RELATING TO THE NOTES

The Notes are complex instruments and 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 where the currency for principal or interest payments (being euro) is different from the potential investor's currency and the possibility that the entire principal amount of the Notes could be lost, including following the exercise of any bail-in power by the Relevant Resolution Authority (as defined in the Conditions) or a Write-Down of the Notes or if the Issuer becomes non-viable;

- understands thoroughly the terms of the Notes, such as the provisions governing Write-Down (including, in particular, the Common Equity Tier 1 Ratio (as defined in the Conditions), as well as under what circumstances the Trigger Event will occur), and is familiar with the behaviour of any relevant indices and financial markets; and

- is able to evaluate (either alone or with the help of financial, legal or tax advisors) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield as an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Notes unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the likelihood of cancellation of interest amounts or a write-down and the market value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Upon the occurrence of a Trigger Event, Noteholders may lose all or some of the value of their investment in the Notes.

The Notes are issued for capital adequacy regulatory purposes with the intention and purpose of being eligible as Additional Tier 1 Capital of the Group (as defined in the Conditions). Such eligibility depends upon a number of conditions being satisfied, which are reflected in the Conditions. One of these relates to the ability of the Notes and the proceeds of their issue to be available to absorb any losses of the Group. Accordingly, if, at any time, a Trigger Event occurs: (a) the Current Nominal Amount of each Note shall be immediately and mandatorily Written Down by the Write-Down Amount; and (b) all accrued and unpaid interest up to (and including) the Write-Down Date (whether or not such interest has become due for payment) shall be cancelled.

A Trigger Event will occur if the Common Equity Tier 1 Ratio falls below 5.125 per cent. The Issuer intends to calculate and publish the Common Equity Tier 1 Ratio on at least a quarterly basis. As at 30 June 2024, the Common Equity Tier 1 Ratio was 14.8 per cent., while, as at 31 December 2023, the Common Equity Tier 1 Ratio stood at 14.4 per cent.

Although Condition 5.4 (*Reinstatement of principal amount*) permits the Issuer in its sole and full discretion to reinstate Written Down principal amounts if certain conditions (further described in the Conditions) are met, the Issuer is under no obligation to do so.

Moreover the Issuer will only have the option to Write Up the principal amount of the Notes if, at a time when the Current Nominal Amount is less than their Original Nominal Amount, it records positive Consolidated Net Income (as defined in the Conditions), and if the Maximum Distributable Amount (if any) (when the amount of the Write-Up is aggregated together with other distributions of the kind referred to in Article 141(2) of CRD IV or in any provision of applicable law transposing or implementing Article 141(2) of CRD IV, and after taking account of the applicable requirements of Article 21.2(f) of the CRD IV Supplementing Regulation or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated) would not be exceeded as a result of the Write-Up.

No assurance can be given that these conditions will ever be met, or that the Issuer will ever Write Up the principal amount of the Notes following a Write-Down. Furthermore, any Write-Up must be undertaken on a *pro rata* basis with any other securities of any member of the Group that have terms permitting a principal write-up to occur on a basis similar to that set out in Condition 5.4 (*Reinstatement of principal amount*) in the circumstances then existing.

During the period of any Write-Down pursuant to Condition 5.1 (*Loss absorption*), interest will accrue on the Current Nominal Amount of the Notes, which shall be lower than the Original Nominal Amount unless and until the Notes are subsequently Written Up in full. If a Note has had two or more different Current Nominal Amounts during the relevant period for which interest is being calculated (due to one or more Write-Downs and/or Write-Ups occurring during such period), interest in respect of the Note shall be calculated as if such period was two or more (as relevant) consecutive interest periods and interest shall be calculated based on the number of days for which each Current Nominal Amount was applicable. Furthermore, in the event that a Trigger Event occurs during an Interest Period, any interest accrued but not yet paid will be cancelled.

Noteholders may lose all or some of their investment as a result of a Write-Down. If any order is made by any competent court for the Winding-Up of the Issuer, or if the Issuer is liquidated for any other reason prior to the Notes being Written Up in full pursuant to Condition 5.4 (*Reinstatement of principal amount*), Noteholders' claims for principal and interest will be based on the reduced Current Nominal Amount of the Notes. Noteholders' claims for principal and interest will also be based on the reduced Current Nominal Amount of the Notes in the event that the Issuer exercises its option to redeem the Notes upon the occurrence of a Capital Disqualification Event or Tax Event in accordance with Conditions 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*) and 6.4 (*Redemption upon the occurrence of a Tax Event*) or in the circumstances described in Condition 6.5 (*Redemption upon the exercise of a Clean-up Call option*) at a time when the Notes have been Written Down and not subsequently Written Up.

In addition, in certain circumstances the Maximum Distributable Amount will impose a cap on the Issuer's ability to pay interest on the Notes, on the Issuer's ability to reinstate the Current Nominal Amount of the Notes following a Write-Down and on its ability to redeem or purchase Notes.

The market price of the Notes is expected to be affected by fluctuations in the Common Equity Tier 1 Ratio (see also "*The circumstances surrounding or triggering a Write-Down are unpredictable, and there are a number of factors that could affect the Common Equity Tier 1 Ratio. The Issuer is under no obligation to reinstate any amounts that are Written Down*"). Any indication or market perception that the Common Equity Tier 1 Ratio is approaching the level that would constitute a Trigger Event may have an adverse effect on the market price of the Notes.

The occurrence of a Trigger Event is inherently unpredictable and depends on a number of factors, which may be outside the control of the Issuer or the Group. Accordingly, investors may be unable to accurately predict if and when a Trigger Event may occur. See also "*The circumstances surrounding or triggering a Write-Down are unpredictable, and there are a number of factors that could affect the Common Equity Tier 1 Ratio. The Issuer is under no obligation to reinstate any amounts that are Written Down*".

The circumstances surrounding or triggering a Write-Down are unpredictable, and there are a number of factors that could affect the Common Equity Tier 1 Ratio. The Issuer is under no obligation to reinstate any amounts that are Written Down.

The occurrence of a Trigger Event is inherently unpredictable and depends on a number of factors, which may be outside the control of the Issuer. Moreover, because the Supervisory Authority may instruct the Issuer to calculate the Common Equity Tier 1 Ratio as at any date, a Trigger Event could occur at any time, including if the Issuer is subject to recovery and resolution actions by the Relevant Resolution Authority, or the Issuer might otherwise determine to calculate such ratio more frequently in its own discretion. Moreover, the Relevant Resolution Authority may favour the occurrence of a Write-Down rather than resorting to the use of public funds to provide capital to the Issuer and the Group. Additionally, the resolution authority may permanently write down or convert the Notes at the point of non-viability of the Issuer or the Group, and this may occur prior to a Trigger Event.

The Common Equity Tier 1 Ratio may fluctuate. The calculation of such ratio could be affected by one or more factors, including, among other things, changes in the mix of the Group's business, major events affecting its earnings, distributions by the Issuer, the ability of the Issuer to access the markets in order to raise regulatory capital, regulatory changes (including changes to definitions and calculations of the Common Equity Tier 1 Ratio and its components, including Common Equity Tier 1 Capital and its components (such as DTCs) and risk weighted assets (including as a result of the operation of any applicable output floors, as to which see further "*Regulation and Supervision – Capital Adequacy Framework*"), on a consolidated basis, and the unwinding of transitional provisions under CRD IV) and the Group's ability to manage risk weighted assets in both its ongoing businesses and those which it may seek to exit. In addition, the Group has capital resources and risk weighted assets denominated in foreign currencies, and changes in foreign exchange rates will result in changes in the euro-equivalent value of foreign currency denominated capital resources and risk weighted assets. As a result, the Common Equity Tier 1 Ratio is exposed to foreign currency movements. It is Group policy to manage structural foreign exchange risk by ensuring that the currency composition of its risk weighted assets and its structural net asset position by currency are broadly similar. This is designed to minimise the impact of the exchange rate movements on the principal capital ratios.

The calculation of the Common Equity Tier 1 Ratio may also be affected by changes in applicable accounting rules, or by changes to regulatory adjustments which modify the regulatory capital impact of accounting rules. Moreover, even if changes in applicable accounting rules, or changes to regulatory adjustments which modify accounting rules, are not yet in force as at the relevant calculation date, the Supervisory Authority could require the Issuer to reflect such changes in any particular calculation of the Common Equity Tier 1 Ratio.

Accordingly, accounting changes or regulatory changes may have a material adverse impact on the Issuer's and the Group's calculations of regulatory capital, including Common Equity Tier 1 Capital and Risk Weighted Assets and the Common Equity Tier 1 Ratio.

Given the inherent uncertainty regarding the determination of whether a Trigger Event has occurred it will be difficult to predict when, if at all, a Trigger Event and a Write-Down may occur. Accordingly, the trading behaviour of the Notes should not necessarily be expected to follow the trading behaviour of other types of securities. Any indication that a Trigger Event and subsequent Write-Down may occur can be expected to have a material adverse effect on the market price (if any) of 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 Issuer (as the parent company of a Greek systemic bank) is the Board of the Single Resolution Mechanism, for the imposition of resolution measures to failing entities, as further described in "*Regulation and Supervision – Recovery and resolution of credit institutions*".

These measures include the bail-in tool, through which an entity 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 bail-in tool contains an express safeguard (known as "no creditor worse off") with the aim that shareholders and creditors do not receive a less favorable treatment than they would have received in ordinary insolvency proceedings. However, even in circumstances where a claim for compensation is established under the "no creditor worse off" safeguard in accordance with a valuation performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the Noteholders in the resolution and there can be no assurance that Noteholders would recover such compensation promptly or at all.

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 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. One possible outcome of use of the powers available in a resolution would be the value of the Notes being written down to zero.

Moreover, the conditions for the Hellenic Financial Stability Fund (the "**HFSF**") granting precautionary recapitalisation support include, to the extent applicable and 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 entity receiving such support ("**Mandatory Burden Sharing Measures**"). The Mandatory Burden Sharing Measures include the absorption of losses by existing subordinated creditors (which, following the issue of the Notes, would include Noteholders) 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 entity such that its equity position becomes zero.

The exercise of any resolution measure or any suggestion of any such exercise could materially adversely affect the value of the Notes and could lead to Noteholder losing some or all of the value of their investment in the Notes.

See also "*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*" and "*Regulation and Supervision – Recovery and resolution of credit institutions*".

The resolution measures are in addition to the operation of a Write Down upon the occurrence of a Trigger Event pursuant to Conditions and could be exercised by the resolution authority at any time if the relevant pre-conditions are met (including before a Trigger Event occurs).

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 Alpha Holdings or the Bank may be subject to resolution and the application of the relevant powers of the competent resolution authority are set out in the BRRD and the BRRD Law. Such conditions include the determination by the resolution authority that: (a) the entity 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 entity in the sense of article 145 of Greek Law 4261/2014, in conjunction with article 153 of Greek Law 4261/2014, to the extent applicable (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 on the basis of general concepts such as public interest. Such uncertainty may impact on the market perception as to whether an entity meets or does not meet such conditions and as such whether 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 may be subject to loss absorption in conjunction with, or independently from, the application of the general bail-in tool at the point of non-viability of the Issuer.

The BRRD contemplates that the Notes may be subject to non-viability loss absorption in addition to the application of the general bail-in tool. Non-viability loss absorption may be imposed independently of any other measure. At the point of non-viability of the Issuer or the Group, the SRB, in co-operation with the competent resolution authority, may write down capital instruments (including the Notes) and certain internal eligible liabilities and/or convert them into shares. See also "*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*" and "*Regulation and Supervision – Recovery and resolution of credit institutions*".

The exercise of the non-viability loss absorption powers or any suggestion of any such exercise could materially adversely affect the value of the Notes and could lead to Noteholder losing some or all of the value of their investment in the Notes.

The obligations of the Issuer in respect of the Notes are unsecured and deeply subordinated.

The Notes constitute direct, unsecured, unguaranteed and subordinated obligations of the Issuer.

On a Winding-Up of the Issuer, each Noteholder will be entitled to receive (in lieu of any other payment by the Issuer) an amount equal to the Current Nominal Amount of the relevant Note, together with any damages awarded for breach of any obligations in respect of such Note, whether or not the Solvency Condition is satisfied on the date upon which such amount would be due and payable. The rights and claims of the Noteholders against the Issuer in respect of, or arising under or in connection with the Notes, shall be subordinated as provided in Condition 3 (*Winding-Up*) to the claims of all Senior Creditors so that they shall rank on a Winding-Up (i) junior to the rights and claims of the Senior Creditors; (ii) *pari passu* with the rights and claims of holders of all other present and future subordinated obligations of the Issuer which pursuant to their terms or mandatory provisions of law rank or are expressed to rank *pari passu* with the Notes on a Winding-Up of the Issuer, including those that constitute, or would but for any applicable limitation on the amount of such capital constitute, Additional Tier 1 Capital of the Issuer and (iii) in priority to any present and future rights and claims in respect of (a) the share

capital of the Issuer and (b) any other obligations or capital instruments of the Issuer which rank or are expressed to rank junior to the Notes on a Winding-Up of the Issuer, including such instruments or items included in the common equity tier 1 capital (as that term is used in the Regulatory Capital Requirements) of the Issuer; and such rights and claims shall be postponed in favour of the rights and claims of the Senior Creditors and no payment shall be made to the Noteholders in respect of such rights and claims until payment has been made in full in respect of the rights and claims of the Senior Creditors.

If, on a Winding-Up of the Issuer, the assets of the Issuer are insufficient to enable the Issuer to repay the claims of more senior-ranking creditors in full, the Noteholders will lose their entire investment in the Notes. If there are sufficient assets to enable the Issuer to pay the claims of senior-ranking creditors in full but insufficient assets to enable it to pay claims in respect of its obligations in respect of the Notes and all other claims that rank *pari passu* with the Notes, the Noteholders will lose some (which may be substantially all) of their investment in the Notes. In addition, any claim in respect of the Notes will be for the Current Nominal Amount of the Notes held by a Noteholder, which, if the Notes have been Written Down and not subsequently Written Up at the time of claim, will be less than par.

Although the Notes may pay a higher rate of interest than securities which are not subordinated, there is a substantial risk that investors in the Notes will lose all or some of the value of their investment should the Issuer become insolvent.

In addition, Noteholders are structurally subordinated to creditors of the Issuer's subsidiaries, as set out in " *The Issuer is a holding company*" above.

No limitation on issuing senior or pari passu securities.

There is no restriction on the amount of securities which the Issuer (or any other member of the Group) may issue, nor on the amount of any other obligations it may assume, which rank senior to, or *pari passu* with, the Notes. The issue of any such securities and/or the assumption of any such other obligations may reduce the amount recoverable by Noteholders on a Winding-Up of the Issuer and/or may increase the likelihood of a cancellation of interest amounts under the Notes.

In addition, Article 85 of Greek Law 4799/2021 has implemented in Greek law Article 48(7) of the BRRD by adding a new paragraph 6 to internal article 48 of article 2 of the BRRD Law, which requires that claims resulting from an instrument the whole or part of which is recognised as an own funds item (such as the Notes) shall rank lower than any claim that does not result from such an instrument. The Notes are intended to qualify as Additional Tier 1 capital of the Issuer and the Issuer has already issued, and may in the future issue, other instruments qualifying as Additional Tier 1 capital. If any such instruments (other than the Notes) cease in full to qualify for inclusion in the own funds instruments of the Issuer, there is a risk that their ranking may be adjusted pursuant to Article 85 of Greek Law 4799/2021 such that they rank ahead of the Notes (assuming for this purpose that the Notes continue to qualify in full for inclusion in the own funds instruments of the Issuer). The operation of Article 85 of Greek Law 4799/2021 may therefore reduce the amount recoverable by Noteholders on a Winding-Up of the Issuer.

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 repayment 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. In addition, if default is made in the payment of principal due in respect of the Notes, each Noteholder will only have, as provided for in the Conditions, a right to institute proceedings for the winding-up of the Issuer.

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 the BRRD Law, 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, Greek Law 4261/2014, as in force, or the BRRD Law 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, Greek Law 4261/2014, as in force, or the BRRD Law. 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 may at any time elect, and in certain circumstances shall be required, not to make interest payments on the Notes.

The Issuer may at any time elect, in its sole and full discretion, to cancel any interest payment (in whole or in part) on the Notes which would otherwise be due on any Interest Payment Date. Additionally, the Supervisory Authority has the power under Article 104 of CRD IV to restrict or prohibit payments by an issuer of interest to holders of Additional Tier 1 Instruments (such as the Notes).

Furthermore, the Issuer will be required to cancel any interest amount (in whole or in part) which would otherwise fall due on an Interest Payment Date (i) in the event of a Winding-Up or where such payment (or part thereof) would result in the Solvency Condition not being satisfied, (ii) if and to the extent that such interest would, when aggregated with other distributions of the kind referred to in Article 141(2) of CRD IV (or any provision of applicable law transposing or implementing Article 141(2) of CRD IV, or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated, in each case to the extent applicable to the Group), exceed the Maximum Distributable Amount (if any) then applicable to the Group or (iii) if and to the extent that such interest would, when aggregated together with any interest payments or other distributions which have been paid or made or which are scheduled to be paid or made during the then current Financial Year on the Notes and all other Own Funds items of the Issuer (excluding any such interest payments or other distributions which (i) are not required to be made out of Available Distributable Items or (ii) have already been provided for, by way of deduction, in calculating the amount of Available Distributable Items), exceed the amount of the Available Distributable Items of the Issuer as at such Interest Payment Date.

In addition, if a Trigger Event occurs, the Issuer will cancel all interest accrued up to (and including) the Write-Down Date. With respect to cancellation of interest due to insufficient Available Distributable Items, see also "*The level of the Issuer's Available Distributable Items is affected by a number of factors and insufficient Available Distributable Items will restrict the ability of the Issuer to make interest payments on the Notes*" below. With respect to cancellation of interest due to the application of a Maximum Distributable Amount, see also "*CRD IV includes capital requirements that are in addition to the minimum capital requirement. These additional capital requirements will restrict the Issuer from making interest payments on the Notes in certain circumstances, in which case the Issuer will automatically cancel such interest payments*". With respect to the Common Equity Tier 1 Ratio, see also *"The circumstances surrounding or triggering a Write-Down are unpredictable, and there are a number of factors that could affect the Common Equity Tier 1 Ratio. The Issuer is under no obligation to reinstate any amounts that are Written Down*" and "*The Common Equity Tier 1 Ratio will be affected by the Group's*

business decisions and, in making such decisions, the Group's interests may not be aligned with those of the Noteholders".

It is the Issuer's intention that, whenever exercising its discretion to declare any distribution in respect of its ordinary shares, or its discretion to cancel interest on the Notes or any other Additional Tier 1 Instruments, it will take into account the relative ranking of these instruments in its capital structure. The Issuer reserves the right to depart from this intention at its sole discretion at any time and in any circumstance.

Any interest not so paid on any such Interest Payment Date shall be cancelled and shall no longer be due and payable by the Issuer. A cancellation of interest in accordance with the Conditions will not constitute a default of the Issuer under the Notes for any purpose, nor shall it impose any contractual restrictions (such as dividend stoppers) or any other obligation on the Issuer. Any actual or anticipated cancellation of interest on the Notes will likely have an adverse effect on the market price of the Notes. In addition, as a result of the interest cancellation provisions of the Notes, the market price (if any) of the Notes may be more volatile than the market prices of other debt securities on which interest accrues that are not subject to such cancellation and may be more sensitive generally to adverse changes in the Issuer's or the Group's financial condition. Any indication that the Common Equity Tier 1 Ratio is trending towards the combined capital buffer requirement (the level at which the Maximum Distributable Amount restriction under CRD IV becomes relevant) may have an adverse effect on the market price of the Notes.

Under Article 141(2) (*Restrictions on distributions*) of CRD IV, EU member states must require that institutions that fail to meet the combined buffer requirement (broadly, the combination of the capital conservation buffer, the jurisdiction-specific countercyclical capital buffer, the systemic risk buffer and the higher of (depending on the institution) the global systemically important institutions (the "**G-SII**") buffer and the other systemically important institutions buffer, in each case as applicable to the institution) will be subject to restricted discretionary payments (which are defined broadly by CRD IV as distributions in connection with CET1 capital, payments on Additional Tier 1 Instruments (including interest amounts on the Notes) and payments of discretionary staff remuneration). In the event of a breach of the combined buffer requirement, the restrictions under Article 141(2) of CRD IV will be scaled according to the extent of the breach of the combined buffer requirement and calculated as a percentage of the institution's profits. Such calculation will result in a Maximum Distributable Amount in each relevant period.

Maximum Distributable Amount restrictions ("**MDA restrictions**") would need to be calculated for each separate level of supervision (though, as of the date of this Offering Circular, supervision only takes place at Group consolidated level). It follows that, for the Issuer, MDA restrictions may be calculated at the Group level. For each such level of supervision, the level of restriction under Article 141(2) of CRD IV will be scaled according to the extent of the breach of the combined buffer requirement applicable at such level and calculated as a percentage of the respective profits calculated at such level.

Capital Requirements Regulation II (Regulation (EU) No. 2019/876) ("**CRR II**") and BRRD II extend the scope of the MDA restrictions, with the original restrictions based on risk-weighted capital requirements being extended also to include restrictions based on leverage requirements for certain institutions and restrictions based on MREL requirements. CRR II and BRRD II, respectively, provide for the following:

(a) leverage-based MDA: an institution that is designated as a G-SII that: (A) meets an applicable leverage ratio buffer shall not be entitled to make any distribution in connection with Tier 1 capital to the extent this would decrease its Tier 1 capital to a level where the leverage ratio buffer requirement is no longer met; and (B) is failing to meet an applicable leverage ratio buffer shall calculate a leverage ratio-based maximum distributable amount (the "**L-MDA**") and must not make discretionary payments (payments relating to Common Equity Tier 1 capital instruments, Additional Tier 1 Instruments (such as the Notes) and variable remuneration) which would, in aggregate, exceed such L-MDA. As with the MDA, the L-MDA restrictions will be scaled according to the extent of the breach of the leverage buffer requirement and calculated by reference to the institution's distributable profits; and

(b) MREL-based MDA: where an institution is failing to meet its buffer requirements as a result of its MREL requirement (but would meet its buffer requirements but for its MREL requirement), the Relevant Resolution Authority, having considered certain specified factors, will be entitled (and, if non-compliance continues for an extended period, may, subject to certain exceptions, be required) to prohibit such institution from distributing more than a maximum distributable amount determined by reference to its MREL requirement (the "**M-MDA**") by way of discretionary payments (payments relating to Common Equity Tier 1 capital instruments, Additional Tier 1 Instruments (such as the Notes) and variable remuneration). As with the MDA and the L-MDA, the M-MDA restrictions will be scaled according to the extent of the breach of the buffer requirement (when having regard to MREL requirements) and calculated by reference to the institution's distributable profits. As of the date of this Offering Circular, any M-MDA applicable to the Bank is expected to be of limited practical significance in the context of the Notes given that MDA restrictions would be expected to apply to the Group (and therefore to the Issuer and the Notes) before any M-MDA became applicable to the Bank. However, in the event that a M-MDA restriction did become applicable to the Bank as a result of any such failure to meet its requirements (i.e. applicable combined buffer requirement in addition to the applicable MREL requirement), this might prevent payments being made by the Bank on (among other things) any of its Common Equity Tier 1 capital instruments or Additional Tier 1 Instruments held by the Issuer (such as the corresponding on-loan to the Bank). This might in turn affect the Issuer's capacity to make payments on the Notes.

Whilst the Issuer is not presently designated as a G-SII, it is possible that L-MDA restrictions could be extended to other systemically important institutions over time, which may include the Issuer. The L-MDA initially applies to EU financial institutions which have been designated as global systematically important financial institutions, but may in due course be extended via new legislation to other systemically important institutions ("**O-SIIs**") contingent on the EBA's recommendations and any legislative adoption thereof, in which regard it should be noted that the Issuer is the parent company of an O-SII. Such calculation(s) will result in a maximum distributable amount in each relevant period. As an example, the scaling is such that in the bottom quartile of the combined buffer requirement, no discretionary distributions will be permitted to be paid. As a consequence, in the event of breach of the combined buffer requirement it may be necessary to reduce payments that would, but for the breach of the combined buffer requirement, be discretionary, including exercising the Issuer's discretion to cancel (in whole or in part) interest payments in respect of the Notes. In such circumstances, the aggregate amount of distributions which the Issuer can make on account of dividends, interest payments, write-up amounts and redemption amounts on its Tier 1 capital instruments (including the Notes) and variable remuneration will be limited.

The level of the Issuer's Available Distributable Items is affected by a number of factors and insufficient Available Distributable Items will restrict the ability of the Issuer to make interest payments on the Notes.

The Issuer will be required to cancel any interest amount (in whole or in part) which would otherwise fall due on an Interest Payment Date if and to the extent that payment of such interest amount would, when aggregated with other relevant stipulated payments or distributions, exceed the Available Distributable Items of the Issuer as at such Interest Payment Date. The Issuer's Available Distributable Items are determined in accordance with the definition of 'distributable items' under Article 4(1)(128) of the CRR as follows: "*the amount of the profits at the end of the last financial year plus any profits brought forward and reserves available for that purpose, before distributions to holders of own funds instruments, less any losses brought forward, any profits which are non-distributable pursuant to Union or national law or the institution's constitution and any sums placed in non-distributable reserves in accordance with national law or the statutes of the institution, in each case with respect to the specific category of own funds instruments to which Union or national law, institutions' constitution, or statutes relate; such profits, losses and reserves being determined on the basis of the individual accounts of the institution and not on the basis of the consolidated accounts*", with such definition amended so that for so long as there is any reference therein to "before distribution to holders of own funds instruments" it shall be read as a reference to "before distributions to holders of own funds instruments other than holders of Tier 2 Instruments", pursuant to the Conditions.

In order to determine whether the Issuer would be permitted, pursuant to the terms of the Notes, to make an interest payment on the Notes on any Interest Payment Date, first, a determination of Available Distributable Items in accordance with the terms of the Notes must be made.

As per the amended definition of Article 4(1)(128) of the CRR, profits that are non-distributable pursuant to European Union or Greek law or the Issuer's by-laws and any sums placed in non-distributable reserves in accordance with Greek law or the statutes of the Issuer for the purposes of defining the Available Distributable Items, are determined for each specific category of own funds instruments issued by the Issuer, i.e. in respect of the Notes for Additional Tier 1 instruments.

The Issuer considers that interest payments on the Notes are not subject to the limitations of Articles 159 and 35 of Greek Law 4548/2018, either directly or by analogy and that there is no provision in Greek company or other applicable laws which regulate distributable items in relation to Additional Tier 1 instruments. Thus, the Issuer considers that the calculation of Available Distributable Items under Additional Tier 1 instruments issued by Greek issuers, like the Issuer and the Notes, becomes a matter, from a purely legal perspective, of freedom of contracts (art. 361 of the Greek Civil Code).

Moreover, any definition of Available Distributable Items and, more importantly, any distribution to the holders of the Notes (and ultimately the exercise of the Issuer's discretion to make payments of interest) should be made in line with the nature of, and regulatory rules on, Additional Tier 1 instruments. Additional Tier 1 instruments are own funds instruments issued for the purposes of raising capital qualifying as Tier 1 Capital under article 25 of the CRR, meaning that they should meet, among other things, two key requirements – that is, they should (a) absorb losses upon the breach of regulatory triggers and (b) not oblige the issuer thereof to make coupon payments when under financial pressure (e.g. in loss-making financial years). This means that different statutory rules may apply to Additional Tier 1 instruments or, in the absence of any statutory rules, as is the case under Greek law, the term 'distributable items' should be approached without regard to any national rules. Thus, in light of these developments in the regulatory framework and in the absence of any mandatory law provision (*ius cogens*) under Greek law which requires the deduction of the share premium from the equity position of a Greek bank when determining its distributable items for Additional Tier 1 instruments, it may be validly submitted that such reserve should not be deducted from the equity position in order to determine such distributable items for Additional Tier 1 holders.

In light of the above, going forwards the Issuer intends to calculate its Available Distributable Items for the Notes in the same way as that set out below in respect of its Available Distributable Items as at 30 June 2024 and as at 31 December 2023:

	30 June 2024	31 December 2023
		(€,000,000)
Share capital (Ordinary shares)	682	682
Share premium	4,784	4,783
Reserves	787	785
Retained earnings / losses	16	(1)
AT1 instrument	400	400
Total Equity	6,669	6,650
Less: share capital (Ordinary shares)	(682)	(682)
Less: AT1 instrument	(400)	(400)

Less: annual payments on Tier 2 instruments	(8)	(49)
Available Distributable Items	5,579	5,519

The above does not, however, lead to the conclusion that under the freedom of contracts Greek issuers are free to give any kind of definition on distributable items. The precondition of "distributable items" as a prudential term has to be understood and applied in such a way that distributions, even if not in violation of any legislation governing distributions by corporates, should not be allowed if any regulatory rule would be infringed by the distribution. For example, no distribution should be made in violation of article 141(2) (Restrictions on distributions) of CRD IV (hence the inclusion of the restriction on making interest payments on the Notes due to the calculation of "Maximum Distributable Amount" in Condition 4). Further, this should mean that AT1 instruments should not obligate the issuer to make payments under the AT1 when under financial pressure and the issuer would be deemed as lawfully and rightly exercising its discretion not to make any distributions under AT1 instruments when under financial pressure (e.g. in loss-making financial years, hence the right of the issuer to cancel coupon payments at its discretion).

Notwithstanding the above, the Supervisory Authority's interpretation of the definition of 'distributable items' under Article 4(1)(128) of the CRR, as amended by CRR II, and its exact scope are, in the absence of an established supervisory practice in Greece, difficult to predict and there can be no guarantee that the Issuer may in practice be permitted to calculate the Available Distributable Items for the purpose of distributions under the Notes as described above by the Issuer.

As a holding company, the level of the Issuer's Available Distributable Items is affected by a number of factors, principally its ability to receive funds, directly or indirectly, from its operating subsidiaries in a manner that creates Available Distributable Items for the Issuer.

The Issuer is also reliant on the receipt of funding from its subsidiaries for funding the payment of interest on the Notes. Consequently, the level of the Issuer's Available Distributable Items and available funding, and therefore its ability to make interest payments under the Notes, are a function of the existing and future profitability of the Group and the ability of the Issuer's operating subsidiaries to distribute or dividend profits up the Group structure to the Issuer. In addition, the Issuer's Available Distributable Items available for making payments to Noteholders may also be adversely affected by the servicing of other own funds instruments issued by the Issuer or by the Group's subsidiaries.

The level of the Issuer's Available Distributable Items may be further affected by changes to regulation or the requirements and expectations of applicable regulatory authorities. Any such potential changes could adversely affect the Issuer's Available Distributable Items in the future.

Further, the Issuer's Available Distributable Items and its available funding, and therefore the Issuer's ability to make interest payments under the Notes, may be adversely affected by the performance of the business of the Group in general, factors affecting its financial position (including capital and leverage), the economic environment in which the Group operates and other factors outside of the Issuer's control. Adverse changes in the performance of the business of the Group could result in an impairment of the carrying value of the Issuer's investment in the Group, which could affect the level of the Issuer's Available Distributable Items. Adjustments to earnings, as determined by the Issuer's Board of Directors, may also fluctuate significantly and may materially adversely affect Available Distributable Items.

In addition, the ability of the Issuer's subsidiaries to make distributions and the Issuer's ability to receive distributions and other payments from its investments in other entities is subject to applicable laws and other restrictions, including such subsidiaries' respective regulatory, capital and leverage requirements, statutory reserves (including the distributable nature thereof), financial and operating performance and applicable tax laws.

CRD IV includes capital requirements that are in addition to the minimum capital requirement laid down in CRR. These additional capital requirements will restrict the Issuer from making interest payments on the Notes in certain circumstances, in which case the Issuer will automatically cancel such interest payments.

The Issuer will be required to cancel any interest amount (in whole or in part) which would otherwise fall due on an Interest Payment Date if and to the extent that payment of such interest would cause, when aggregated together with other distributions of the kind referred to in Article 141(2) of CRD IV (or any provision of applicable law transposing or implementing Article 141(2) of CRD IV, or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated, in each case to the extent applicable to the Group), the Maximum Distributable Amount (if any) then applicable to the Group to be exceeded.

Under CRR, institutions are required to hold a minimum amount of regulatory capital equal to 8 per cent. of risk weighted assets (of which at least 4.5 per cent. must be Common Equity Tier 1 Capital). In addition to these so-called minimum "own funds" requirements, CRD IV (at Article 128 and following) also introduced capital buffer requirements that are in addition to the minimum "own funds" requirements and are required to be met with Common Equity Tier 1 Capital. It introduced five capital buffers: (i) the capital conservation buffer, (ii) the institution-specific countercyclical buffer, (iii) the G-SII buffer, (iv) the O-SII buffer and (v) the systemic risk buffer. Details of prevailing buffers applicable to the Group are set out in "*Regulation and Supervision – Capital Adequacy Framework – Capital Buffer Requirements*". Some of the other buffers may be applicable to the Group from time to time, as determined by the Supervisory Authority.

As well as the "Pillar 1" capital requirements described above, CRD IV (for example, at Article 104(1)(a)) contemplates that competent authorities may require additional "Pillar 2" capital to be maintained by an institution relating to elements of risks which are not fully captured by the minimum "own funds" requirements ("additional own funds requirements") or to address macro-prudential requirements.

The EBA published guidelines on 19 December 2014 addressed to national supervisors on common procedures and methodologies for SREP which contained guidelines proposing a common approach to determining the amount and composition of additional own funds requirements and which was to be implemented by 1 January 2016. Under these guidelines, national supervisors should set a composition requirement for the additional own funds requirements to cover certain risks of at least 56 per cent. Common Equity Tier 1 Capital and at least 75 per cent. Tier 1 Capital. The guidelines also contemplate that national supervisors should not set additional own funds requirements in respect of risks which are already covered by capital buffer requirements and/or additional macro-prudential requirements. There has been an update to the SREP procedures and methodologies to reflect the updates to the Pillar 2 requirements. This was published on 19 July 2018 and effective 1 January 2019.

There can also be no assurance as to the manner in which additional own funds requirements may be disclosed publicly in the future. The Issuer will, in the ordinary course of its communications with investors in all classes of its capital instruments, endeavour to provide reasonable clarity with respect to its minimum own funds capital requirements and any "Pillar 2" additional own funds requirements imposed on it by the Supervisory Authority. The Supervisory Authority may, however, seek to impose restrictions on any such disclosure of "Pillar 2" additional own funds requirements, which could apply for a significant period or indefinitely.

Under Article 141 of CRD IV, EU member states must require that institutions that fail to meet the "combined buffer requirement" (broadly, the combination of the capital conservation buffer, the institution-specific counter-cyclical buffer and the higher of (depending on the institution) the systemic risk buffer, the G-SII buffer and the O-SII buffer, in each case as applicable to the institution) will be subject to restricted "discretionary payments" (which are defined broadly by CRD IV as distributions in connection with Common Equity Tier 1 Capital, payments on Additional Tier 1 Instruments (including interest amounts on the Notes) and payments of variable remuneration if the obligation to pay such remuneration was created at a time when the institution failed to meet the combined buffer requirements).

The restrictions will be scaled according to the extent of the breach of the "combined buffer requirement" and calculated as a percentage of the profits of the institution since the most recent decision on the distribution of

profits or "discretionary payment". Such calculation will result in a "maximum distributable amount" in each relevant period. As an example, the scaling is such that in the bottom quartile of the "combined buffer requirement", no "discretionary distributions" will be permitted to be paid. As a consequence, in the event of breach of the combined buffer requirement it may be necessary to reduce discretionary payments, including exercising the discretion to cancel (in whole or in part) interest payments in respect of the Notes.

Further, there can be no assurance that the Group's combined buffer requirement specifically, or the Group's other capital requirements more generally including but not limited to regulatory direction on model parameters, will not increase in the future, which may exacerbate the risk that discretionary payments, including payments of interest on the Notes, are cancelled.

The Group's capital requirements are, by their nature, calculated by reference to a number of factors any one of which or combination of which may not be easily observable or capable of calculation by investors. Noteholders may not be able to predict accurately the proximity of the risk of discretionary payments (of interest and principal) on the Notes being prohibited from time to time as a result of the operation of Article 141 of CRD IV.

In addition, CRR includes a requirement for credit institutions to calculate, report, monitor and publish their leverage ratios (as calculated in accordance with Article 429 thereof), defined as their Tier 1 capital as a percentage of their total exposure measure.

There can be no assurance, however, that the leverage ratio specified above, or any of the minimum own funds requirements, additional own funds requirements or buffer capital requirements applicable to the Group will not be amended in the future to include new and more onerous capital requirements, which in turn may affect the Issuer's capacity to make payments on the Notes.

The Notes may be traded with accrued interest, but under certain circumstances described above, such interest may be cancelled and not paid on the relevant Interest Payment Date.

The Notes may trade, and/or the prices for the Notes may appear, on the Euro MTF Market of the Luxembourg Stock Exchange and in other trading systems with accrued interest. If this occurs, purchasers of Notes in the secondary market will pay a price that reflects such accrued interest upon purchase of the Notes. However, if a payment of interest on any Interest Payment Date is cancelled (in whole or in part) as described above and thus is not due and payable, purchasers of such Notes will not be entitled to that interest payment (or, if the Issuer elects to make a payment of a portion, but not all, of such interest payment, the portion of such interest payment not paid) on the relevant Interest Payment Date.

The Common Equity Tier 1 Ratio will be affected by the Group's business decisions and, in making such decisions, the Group's interests may not be aligned with those of the Noteholders.

As set out in "*The circumstances surrounding or triggering a Write-Down are unpredictable, and there are a number of factors that could affect the Common Equity Tier 1 Ratio. The Issuer is under no obligation to reinstate any amounts that are Written Down*" above, the Common Equity Tier 1 Ratio could be affected by a number of factors. The Common Equity Tier 1 Ratio will also depend on the Group's decisions relating to its businesses and operations, as well as the management of its capital position. Neither the Issuer nor the Group will have any obligation to consider the interests of the Noteholders in connection with their strategic decisions, including in respect of capital management. Noteholders will not have any claim against the Issuer or any other member of the Group relating to decisions that affect the business and operations of the Issuer or the Group, including the Issuer's or the Group's capital position, regardless of whether they result in the occurrence of a Trigger Event. Such decisions could cause Noteholders to lose all or part of the value of their investment in the Notes.

There is no scheduled redemption date for the Notes and Noteholders have no right to require redemption.

The Notes are perpetual securities in respect of which there is no fixed redemption or maturity date. The Issuer is under no obligation to redeem the Notes at any time and the Noteholders have no right to require the Issuer or any member of the Group to redeem or purchase any Notes at any time. Any redemption of the Notes and any purchase

of any Notes by the Issuer or any of its subsidiaries will be subject always to the prior approval of the Supervisory Authority and to compliance with prevailing prudential requirements, and the Noteholders may not be able to sell their Notes in the secondary market (if at all) at a price equal to or higher than the price at which they purchased their Notes. Accordingly, investors in the Notes should be prepared to hold their Notes for an indefinite period of time.

The Notes are subject to redemption at their Current Nominal Amount (which may be less than the Original Nominal Amount) upon the occurrence of certain events.

Subject to the prior approval of the Supervisory Authority, satisfaction of the conditions to redemption, purchase, substitution and variation set out in Condition 6 (*Redemption, purchase, substitution and variation*), compliance with the Solvency Condition and compliance with prevailing prudential requirements, the Issuer may, at its option, redeem all (but not some only) of the Notes at any time at their Current Nominal Amount (which may be less than the Original Nominal Amount) plus (subject to Condition 4.1 (*Cancellation of interest*)) interest accrued and unpaid from and including the immediately preceding Interest Payment Date up to but excluding the redemption date upon the occurrence of a Tax Event, a Capital Disqualification Event or in the circumstances described in Condition 6.5 (*Redemption upon the exercise of a Clean-up Call option*). In addition, subject as aforesaid and subject to the Current Nominal Amount of each Note being equal to its Original Nominal Amount, the Issuer may, at its option, redeem all (but not some only) of the Notes on any day falling in the period commencing on (and including) the First Call Date and ending on (and including) the First Reset Date, or on any Interest Payment Date thereafter.

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 be more likely to elect to redeem the Notes if its cost of borrowing is lower than the interest rate on the Notes. At such a time, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate which is 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.

Redemption or purchase of the Notes may be restricted.

As any redemption or purchase of the Notes will be subject to the receipt of Supervisory Permission from the Supervisory Authority (in each case to the extent, and in the manner, required by the Supervisory Authority or the Regulatory Capital Requirements at such time), 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.

Following the occurrence of a Tax Event, a Capital Disqualification Event, an Alignment Event or where otherwise required to ensure the effectiveness and enforceability of Condition 19 (*Acknowledgement of Statutory Loss Absorption Powers*), the Issuer may, subject as provided in Condition 6.7 (*Substitution and Variation*) and without the need for any consent of the Noteholders, 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 they remain or become Compliant Notes.

While Compliant Notes must contain terms that are not materially less favourable to Noteholders than the original terms of the Notes (other than in respect of the effectiveness and enforceability of Condition 19 (*Acknowledgement Of Statutory Loss Absorption Powers*)), there can be no assurance that the terms of any Compliant Notes will in fact be viewed by the market as equally favourable to Noteholders, or that such Compliant 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. Compliant Notes are required to contain terms which comply with the then current requirements of the

Supervisory Authority in relation to Additional Tier 1 Capital (other than any requirements as to ranking). Compliant Notes must rank at least *pari passu* with (and so may potentially rank senior to) the Notes which may mean that Compliant Notes may not necessarily comprise Additional Tier 1 Capital of the Group. No assurance can be given as to whether any of these changes will negatively affect any particular Noteholder. 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 such Notes prior to such substitution or variation.

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. Accordingly, Noteholders will not be entitled to set off the Issuer's obligations to them under the Notes against obligations they owe to the Issuer.

Limitation on gross-up obligation under the Notes.

The obligation under Condition 8 (*Taxation*) 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 the Euro Interbank Offered Rate ("**Euribor**")) are the subject of recent 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 the 5-year Mid-Swap Rate, a component of which is 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 may be determined by the relevant Independent Adviser or the Issuer (as applicable) and, if so determined, 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 the 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 Additional Tier 1 Capital and/or eligible liabilities (as that term is used in the Regulatory Capital Requirements); and/or

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

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 and/or the interest rate that applies immediately prior to any Reset Date.

The Notes will initially bear interest at the Initial Rate of Interest until (but excluding) the First Reset Date. On the First Reset Date, and each Reset Date thereafter, the Rate of Interest will be reset to the Reset Rate of Interest (as described in Condition 4 (*Interest*)). The Reset Rate of Interest could be less than the Initial Rate of Interest and/or the interest rate that applies immediately prior to the relevant Reset Date, which could adversely affect the market value of an investment in the Notes.

The Conditions of the Notes contain provisions which permit the substitution of the Issuer for its Successor in Business and certain changes to the Conditions in the circumstances set out therein.

The Conditions of the Notes provide that the Issuer may, without the consent of Noteholders, substitute its Successor in Business as principal debtor under the Notes in its place (and reverse any such substitution), in the circumstances and subject to the conditions described in Condition 14 (*Substitution of the Issuer*). Where any such substitution is reversed there is no requirement that the resulting principal debtor be a Successor in Business. No assurance can be given as to the impact of any substitution of the Issuer (or the reversal of any such substitution) as described above and any such substitution (or reversal thereof) could materially adversely impact the value of the Notes.

In particular, following such a substitution, the Documents may (at the option of the Issuer and the Substituted Debtor) contain such amendments to the Conditions that the Issuer and the Substituted Debtor may (in their sole discretion) determine are necessary solely for the purposes of ensuring that the Notes would have been eligible to count as Additional Tier 1 Capital of the Issuer on a solo basis as well as the Group on a consolidated basis in accordance with the Regulatory Capital Requirements as at the Issue Date (assuming for such purposes that the Issuer had a solo capital requirement on the Issue Date).

Such changes may include amendments to the operation of the Write-Down provisions in Condition 5 (*Write-Down and Write-Up of Principal Amount*) such that the Common Equity Tier 1 Ratio of the Substituted Debtor on a solo basis is also taken into account for the purposes of a Write-Down. This may result in an increased likelihood that a Write-Down would occur under the Conditions if the Common Equity Tier 1 Ratio of the Substituted Debtor on a solo basis is lower than the Common Equity Tier 1 Ratio of the Group on a consolidated basis.

Furthermore, in respect of a Write-Up, such amendments may include changes to the definition and provisions relating to the Maximum Distributable Amount such that any applicable Maximum Distributable Amount relating to the Substituted Debtor on a solo basis and the unconsolidated net profit after tax of the Substituted Debtor is taken into account. Such changes may further limit the Substituted Debtor's ability to Write Up the Notes in the event the Maximum Distribution Amount applicable to the Substituted Debtor on a solo basis is lower than that which is applicable to it on a consolidated basis and/or the unconsolidated net profit after tax of the Substituted Debtor is lower than its consolidated net profit after tax.

In addition, such changes to the definition and provisions relating to the Maximum Distributable Amount may result in an increased risk of the cancellation of interest pursuant to Condition 4.1 (*Cancellation of Interest*) in the event the Maximum Distribution Amount applicable to the Substituted Debtor on a solo basis is lower than which is applicable to it on a consolidated basis.

Any changes effected pursuant to Condition 14 (*Substitution of the Issuer*) may potentially have a material adverse effect on the market price of the Notes.

The Conditions of the Notes contain provisions which may permit their modification 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.

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 €200,000 (the "**Specified Denomination**") plus integral multiples of €1,000 in excess thereof up to and including €399,000. 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 18 (*Governing Law, Submission to Jurisdiction and Rights of Third Parties*)). 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 or give the Issuer a right to redeem the Notes, subject to the other pre-conditions for a redemption being satisfied (see "*The Notes are subject to redemption at their Current Nominal Amount (which may be less than the Original Nominal Amount) upon the occurrence of certain events*").

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 Greek 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. If the Notes are issued to a single investor or a limited number of investors, this may result in an even more illiquid or volatile market in the Notes. 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.

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.

Moody's has assigned a credit rating to the Notes. The rating 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.

In general, European regulated investors are restricted under Regulation (EC) No. 1060/2009 (the "**CRA Regulation**") from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by the European Securities and Markets Authority ("**ESMA**") on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the CRA Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK CRA Regulation**"). As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market.

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 Services and Holdings S.A. Alpha Services and Holdings 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 000223701000 and Tax Identification Number 094014249) for the period ending 2100.
Issuer Legal Entity Identifier (LEI):	5299009N55YRQC69CN08
Structuring Adviser:	Morgan Stanley Europe SE
Joint Lead Managers:	Citigroup Global Markets Europe AG HSBC Continental Europe J.P. Morgan SE Morgan Stanley Europe SE UBS Europe SE UniCredit Bank GmbH
Notes:	€300,000,000 Fixed Rate Reset Additional Tier 1 Perpetual Contingent Temporary Write-Down Notes
Issue Price:	100 per cent.
Issue Date:	10 September 2024
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 capital base and capital adequacy ratios.
Fiscal Agent, principal Paying Agent and Agent Bank:	Citibank, N.A., London Branch
Noteholders Agent:	AXIA Ventures Group Ltd
Luxembourg 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 €200,000 and integral multiples of €1,000 in excess thereof up to and including €399,000.
Status:	The Notes will constitute direct, unsecured, unguaranteed and subordinated obligations of the Issuer and rank *pari passu*, without any preference, among themselves.

Rights on a Winding-Up:	The rights and claims of Noteholders in the event of a Winding-Up of the Issuer are described in Conditions 3 (*Winding-Up*) and 11 (*Enforcement*).
Solvency Condition:	Except in a Winding-Up of the Issuer, all payments in respect of, or arising under or in connection with, the Notes (including any damages awarded for breach of any obligation in respect thereof) are conditional upon the Issuer being solvent (within the meaning given in Condition 2.2 (*Solvency Condition*)) at the time of payment by the Issuer. No payments shall be due and payable in respect of or arising under the Notes except to the extent that the Issuer could make such payment and still be solvent immediately thereafter (the "**Solvency Condition**").
No Set-off:	No Noteholder may exercise or claim or plead any right of Set-off, compensation or retention in respect of any amount owed to it by the Issuer in respect of, or arising under or in connection with the Notes, and each Noteholder will, by virtue of its subscription, purchase or holding of any Note, be deemed to have waived irrevocably all such rights of Set-off, compensation or retention.
Interest:	The Notes will bear interest on their outstanding Current Nominal Amount: (a) from (and including) the Issue Date to (but excluding) the First Reset Date at the rate of 7.500 per cent. per annum; and (b) thereafter, at the rate per annum equal to the relevant Reset Rate of Interest. Subject to Conditions 2.2 (*Solvency Condition*), 4.1 (*Cancellation of interest*) and 5.1 (*Loss absorption*), interest shall be payable semi-annually in arrear on 10 March and 10 September in each year commencing on 10 March 2025.
Benchmark Replacement:	Following the occurrence of a Benchmark Event, the provisions of Condition 4.8 (*Benchmark discontinuation*) will apply to the determination of the Rate of Interest for the Notes.
Optional Cancellation of Interest:	The Issuer may elect at any time at its sole and full discretion to cancel (in whole or in part) the interest otherwise scheduled to be paid on any Interest Payment Date. See Condition 4.1 (*Cancellation of interest*) for further information.
Mandatory Cancellation of Interest:	Under the Regulatory Capital Requirements, the Issuer may elect to pay interest only to the extent that it has Available Distributable Items. Accordingly, in addition to having the right to cancel at any time, the Issuer will cancel payment of interest on any Interest Payment Date (in whole or, as the

case may be, in part) if and to the extent that such interest, when aggregated together with any interest payments or other distributions which have been paid or made or which are scheduled to be paid or made during the then current Financial Year on the Notes and all other Own Funds items of the Issuer (excluding any such interest payments or other distributions which (i) are not required to be made out of Available Distributable Items or (ii) have already been provided for, by way of deduction, in calculating the amount of Available Distributable Items), exceeds the amount of the Available Distributable Items of the Issuer as at such Interest Payment Date.

In addition, the Issuer shall cancel payment of any interest otherwise scheduled to be paid on an Interest Payment Date: (i) in the event of a Winding-Up, (ii) if and to the extent that payment of such interest would cause, when aggregated together with other distributions of the kind referred to in Article 141(2) of CRD IV (or any provision of applicable law transposing or implementing Article 141(2) of CRD IV) and/or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated, in each case to the extent applicable to the Group, the Maximum Distributable Amount (if any) then applicable to the Group to be exceeded or (iii) in the event the Supervisory Authority otherwise directs the Issuer to exercise its discretion accordingly.

"**Maximum Distributable Amount**" means any applicable maximum distributable amount relating to the Group required to be calculated in accordance with Article 141 of CRD IV (or any provision of applicable law transposing or implementing CRD IV) and/or in accordance with any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated.

See Condition 4.1 (*Cancellation of interest*) for further information.

Payments of interest are also subject to the Solvency Condition (see "*Solvency Condition*" above). Following the occurrence of a Trigger Event, the Issuer will also cancel all interest accrued up to (but excluding) the Write-Down Date (see "*Write-Down following a Trigger Event*" below).

Calculation of Interest following a Write-Down or Write-Up:

If a Note has had two or more different Current Nominal Amounts during the relevant period for which interest is being calculated (due to one or more Write-Downs and/or Write-Ups occurring during such period), interest in respect of the Note for the relevant period shall be calculated as if such period comprised two or more (as relevant) consecutive interest periods and interest shall be calculated based on the number of days for which each Current

Nominal Amount was applicable. For the avoidance of doubt, there will be no compounding of interest in such calculations.

Non-Cumulative Interest:

If the payment of interest scheduled on an Interest Payment Date is cancelled in accordance with the Conditions as described above, the Issuer shall not have any obligation to make such interest payment on such Interest Payment Date and the failure to pay such amount of interest or part thereof shall not constitute a default of the Issuer for any purpose. Any such interest will not accumulate or be payable at any time thereafter and Noteholders shall have no right thereto whether in a Winding-Up of the Issuer or otherwise, or to receive any additional interest or other payment or indemnity as a result of any such cancelled payment of interest.

Write-Down following a Trigger Event:

If the Common Equity Tier 1 Ratio at any time falls below 5.125 per cent. (a "**Trigger Event**"), the Issuer shall:

(a) immediately notify the Supervisory Authority of the occurrence of a Trigger Event;

(b) without delay deliver a Write-Down Notice to Noteholders (in accordance with Condition 17 (*Notices*)), the Agent and the Noteholders Agent (which notice shall be irrevocable);

(c) irrevocably cancel any accrued and unpaid interest up to (but excluding) the Write-Down Date; and

(d) without delay, and in any event within one month (or such shorter period as the Supervisory Authority may then require) following the occurrence of a Trigger Event, reduce the then Current Nominal Amount of each Note by the Write-Down Amount (such reduction being referred to as a "**Write-Down**" and "**Written Down**" being construed accordingly).

See Condition 5.1 (*Loss absorption*) for further information.

Write-Up of the Notes at the Discretion of the Issuer:

To the extent permitted by the Regulatory Capital Requirements and subject to the Maximum Distributable Amount (if any) (when the amount of the Write-Up is aggregated together with other distributions of the kind referred to in Article 141(2) of CRD IV or in any provision of applicable law transposing or implementing Article 141(2) of CRD IV, and after taking account of the applicable requirements of Article 21.2(f) of the CRD IV Supplementing Regulation or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated) not being exceeded thereby, the Issuer may at its sole and full discretion, unless previously

redeemed, repurchased or cancelled, reinstate the Current Nominal Amount of each Note (a "**Write-Up**" and "**Write Up**" and "**Written Up**" shall be construed accordingly), up to a maximum of its Original Nominal Amount, on a *pro rata* basis with the other Notes and with any Written Down Additional Tier 1 Instruments, provided that the sum of:

(a) the aggregate amount of the relevant Write-Up on all the Notes on the Write-Up Date;

(b) the aggregate amount of any other Write-Up on the Notes since the Reference Date and prior to the Write-Up Date;

(c) the aggregate amount of any interest payments on the Notes that were paid since the Reference Date on the basis of a Current Nominal Amount lower than the Original Nominal Amount;

(d) the aggregate amount of the increase in principal amount of each such Written Down Additional Tier 1 Instrument in connection with such Write-Up;

(e) the aggregate amount of any other increase in principal amount of each such Written Down Additional Tier 1 Instrument since the Reference Date and prior to the Write-Up Date; and

(f) the aggregate amount of any interest payments on Loss Absorbing Instruments that were paid since the Reference Date on the basis of a current nominal amount that is lower than the principal amount it was issued with,

does not exceed the Maximum Write-Up Amount.

"**Maximum Write-Up Amount**" means the Consolidated Net Income multiplied by the sum of the aggregate Original Nominal Amount of the Notes and the aggregate original nominal amount of all Written Down Additional Tier 1 Instruments of the Group, and divided by the total Tier 1 Capital of the Group as at the relevant Write-Up Date.

See Condition 5.4 (*Reinstatement of principal amount*) for further information.

Optional Redemption:

The Issuer may, in its sole and full discretion but subject to the conditions set out under "*Conditions to Redemption, Purchase, Substitution and Variation*" below and compliance with the Solvency Condition, redeem all (but not some only) of the Notes at any time from and including the First Call Date to and including the First Reset Date or on any Interest Payment Date thereafter at their Current Nominal Amount together with (subject to Condition 4.1 (*Cancellation of interest*)) interest accrued and unpaid from

	and including the immediately preceding Interest Payment Date to but excluding the relevant redemption date.
Redemption following a Capital Disqualification Event, a Tax Event or a Clean-up Call option:	The Issuer may, in its sole and full discretion but subject to the conditions set out under "*Conditions to Redemption, Purchase, Substitution and Variation*" below and compliance with the Solvency Condition, redeem all (but not some only) of the Notes at any time following the occurrence of a Capital Disqualification Event (as defined in the Conditions) or a Tax Event (as defined in the Conditions) or in the circumstances described in Condition 6.5 (*Redemption upon the exercise of a Clean-up Call option*), in each case, at their Current Nominal Amount together with (subject to Condition 4.1 (*Cancellation of interest*)) interest accrued but unpaid from and including the immediately preceding Interest Payment Date up to but excluding the relevant redemption date.
No Redemption at the Option of Noteholders:	The Notes may not be redeemed at the option of the Noteholders and may only be redeemed by the Issuer with the Supervisory Permission of the Supervisory Authority and otherwise in accordance with the Regulatory Capital Requirements, to the extent, and in the manner, then required by the Regulatory Capital Requirements.
Maturity:	The Notes are perpetual securities with no fixed redemption date. The Notes may only be redeemed or repurchased by the Issuer in the circumstances described in Condition 6 (*Redemption, Purchase, Substitution and Variation*).
Substitution and Variation:	Upon the occurrence of a Capital Disqualification Event, a Tax Event or an Alignment Event, or where otherwise required to ensure the effectiveness and enforceability of Condition 19 (*Acknowledgement of Statutory Loss Absorption Powers*), the Issuer may, subject as provided in Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*), 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, Compliant Notes. An "**Alignment Event**" will be deemed to have occurred if, as a result of a change in or amendment to the Regulatory Capital Requirements or interpretation thereof, at any time after the Issue Date, the Issuer would be able to issue a capital instrument qualifying as Additional Tier 1 Capital that (i) contains one or more provisions that are, in the reasonable opinion of the Issuer, different in any material respect from those contained in these Conditions or (ii) excludes one or more provisions in these Conditions.
Purchase:	The Issuer or any of its Subsidiaries may at its option purchase or otherwise acquire any of the outstanding Notes at any price in those circumstances permitted by the

Regulatory Capital Requirements and Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*).

Conditions to Redemption, Purchase, Substitution and Variation:

The Notes may only be redeemed, purchased, cancelled, substituted, varied or modified (as applicable) pursuant to Condition 6.2 (*General redemption option*), 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*), 6.4 (*Redemption upon the occurrence of a Tax Event*), 6.5 (*Redemption upon the exercise of the Clean-up Call option*) 6.6 (*Purchase*), 6.7 (*Substitution and variation*), 13 (*Modification*) or 14 (*Substitution of the Issuer)*, as the case may be, if:

(a) the Supervisory Authority has given Supervisory Permission (in each case to the extent, and in the manner, required by the Supervisory Authority or the Regulatory Capital Requirements at such time, including, as at the Issue Date, Articles 77(1)(c) and 78 of the CRR);

(b) in the case of redemption pursuant to Condition 6.2 (*General redemption option*), the Current Nominal Amount of each Note at the time of such redemption is equal to its Original Nominal Amount (including as a result of a Write-Up);

(c) in the case of redemption pursuant to Condition 6.2 (*General redemption option*), 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*), 6.4 (*Redemption upon the occurrence of a Tax Event*) or 6.5 (*Redemption upon the exercise of the Clean-up Call option*) or a purchase pursuant to Condition 6.6 (*Purchase*), if and to the extent then required under the Regulatory Capital Requirements, either: (A) the Issuer has replaced the Notes with Own Funds instruments of equal or higher quality at terms that are sustainable for the income capacity of the Issuer; or (B) save in the case of (d)(A) below, the Issuer has demonstrated to the satisfaction of the Supervisory Authority that the Own Funds and eligible liabilities of the Group would, following such redemption or purchase, exceed the capital and eligible liabilities requirements applicable to the Group, as laid down under the Regulatory Capital Requirements, by a margin that the Supervisory Authority considers necessary at such time;

(d) in the case of a redemption pursuant to Condition 6.5 (*Redemption upon the exercise of the Clean-up Call option*) or purchase pursuant to Condition 6.6 (*Purchase*) prior to the fifth

anniversary of the Redemption Reference Date, if and to the extent then required under the Regulatory Capital Requirements, either (A) the Issuer has, before or at the same time as such purchase, replaced the Notes with Own Funds instruments of equal or higher quality at terms that are sustainable for the income capacity of the Issuer, and the Supervisory Authority has permitted such action on the basis of the determination that it would be beneficial from a prudential point of view and justified by exceptional circumstances or (B) the relevant Notes are being purchased for market-making purposes in accordance with the Regulatory Capital Requirements;

(e) in the case of redemption pursuant to Condition 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*) prior to the fifth anniversary of the Redemption Reference Date, if and to the extent then required under the Regulatory Capital Requirements, the Issuer has demonstrated to the satisfaction of the Supervisory Authority that (A) (where such reclassification has not already occurred) the regulatory reclassification of the Notes is sufficiently certain and (B) such exclusion or regulatory reclassification was not reasonably foreseeable by the Issuer as at the Redemption Reference Date;

(f) in the case of redemption pursuant to Condition 6.4 (*Redemption upon the occurrence of a Tax Event*) prior to the fifth anniversary of the Redemption Reference Date, if and to the extent then required under the Regulatory Capital Requirements, the Issuer has demonstrated to the satisfaction of the Supervisory Authority that the change in the applicable tax treatment is material and was not reasonably foreseeable by the Issuer as at the Redemption Reference Date; and

(g) the Issuer complies with any alternative or additional pre-conditions to redemption, purchase, cancellation, substitution, variation or modification, as applicable, set out in the Regulatory Capital Requirements (including any requirements applicable due to the qualification of the Notes at such time (or previously, as the case may be) as Additional Tier 1 Capital).

In addition, if the Issuer has elected to redeem or purchase the Notes pursuant to Condition 6.2 (*General redemption*

option), 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*), 6.4 (*Redemption upon the occurrence of a Tax Event*), 6.5 (*Redemption upon the exercise of the Clean-up Call option*) or 6.6 (*Purchase*) and:

(a) the Solvency Condition is not satisfied in respect of the relevant payment on the date scheduled for redemption or purchase; or

(b) prior to the relevant redemption or purchase date a Trigger Event occurs,

the relevant redemption notice shall be automatically rescinded and shall be of no force and effect or, as the case may be, the relevant purchase will not be completed and, in either case, the Current Nominal Amount of the Notes will not be due and payable. The Issuer shall give notice thereof to the Noteholders in accordance with Condition 17 (*Notices*), and to the Agent and the Noteholders Agent, as soon as possible following any such automatic rescission of a redemption notice.

Substitution of the Issuer:

Condition 14 (*Substitution of the Issuer*) provides that the Issuer may, without the consent of the Noteholders, substitute its Successor in Business as the debtor under the Notes (and reverse any such substitution) in its place in the circumstances and subject to the conditions (which permit certain amendments to be made) described in Condition 14 (*Substitution of the Issuer*).

Events of Default:

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

(a) If default is made in the payment of principal 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.

(b) If, otherwise than for the purposes of a reconstruction or amalgamation on terms previously approved by Extraordinary Resolution of the Noteholders, the Issuer is subject to a Winding-Up, 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 the amount described in Condition 3 (*Winding-Up*) unless such Event of Default shall have been remedied prior to receipt of such notice by the Issuer.

Following the occurrence of an Event of Default, no payments will be made to the Noteholders before all amounts due, but unpaid, to all Senior Creditors have been paid by the Issuer, as ascertained by the liquidator, special

liquidator or other relevant insolvency official of the Issuer (as the case may be and to the extent applicable).

Without prejudice to Condition 11.1, any Noteholder may, at its discretion and without further notice, institute such proceedings against the Issuer as it may think fit to enforce any obligation, condition or provision binding on the Issuer under the Notes, provided that the Issuer shall not by virtue of the institution of any proceedings be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it.

The non-payment by the Issuer in accordance with the Conditions of any amount due and payable under the Notes, including an election by the Issuer in accordance with Condition 4.1 (*Cancellation of Interest*) to cancel (in whole or in part) the interest otherwise scheduled to be paid on an Interest Payment Date, or the taking of any crisis prevention measure or crisis management measure in relation to the Issuer in accordance with the BRRD (as defined herein) or of any resolution proceeding(s) or moratoria imposed by a resolution authority in respect of the Issuer, is not an Event of Default.

See Condition 11 (*Enforcement*) for further information.

Modification:

The Agency Agreement contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, pursuant to which defined majorities of the Noteholders may consent to the modification or abrogation of any of the Conditions or any of the provisions of the Agency Agreement, and any such modification or abrogation shall be binding on all Noteholders.

Subject to the Issuer obtaining Supervisory Permission therefor the Agent and the Issuer may agree, without the consent of the Noteholders, 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 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 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 any such modification shall be notified to the Noteholders by the Issuer in accordance with Condition 17 (*Notices*) as soon as practicable thereafter.

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 8 (*Taxation*), 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.**
Contractual acknowledgement of Statutory Loss Absorption Powers:	Pursuant to Condition 19 (*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 these purposes, includes each holder of a beneficial interest in the Notes) acknowledges, accepts, consents to and agrees to be bound by the effect of the exercise of the Statutory Loss Absorption Power by the Relevant Resolution Authority and that the terms of the Notes are subject to, and may be varied, if necessary, to give effect to, the exercise of the Statutory Loss Absorption Power by the Relevant Resolution Authority, as further set out in such Condition. For the avoidance of doubt, any potential write-down or cancellation of all, or a portion, of the Amounts Due on the Notes or the conversion of the Notes into shares, other securities or other obligations in connection with the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority is separate and distinct from a Write Down following a Trigger Event, although these events may occur consecutively.
Governing Law:	The Notes and the Coupons and any non-contractual obligations arising out of or in connection with them are governed by, and will be construed in accordance with, English law except that Conditions 2.1 (*Status*), 2.3 (*Set-Off*), 3 (*Winding-Up*), 15 (*Noteholders Agent*) and 19 (*Acknowledgement of Statutory Loss Absorption Powers*) are governed by and shall be construed in accordance with Greek law.
Ratings:	The Issuer has been rated Ba2 (positive outlook) by Moody's, BB- (stable outlook) by S&P and BB (positive outlook) by Fitch. The Notes have been rated B2 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 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.
United States Selling Restrictions:	Regulation S; Category 2. TEFRA D
Risk Factors:	There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Notes. See "*Risk Factors*" above.
ISIN and Common Code:	ISIN: XS2805274326 Common Code: 280527432

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 for the year ended 31 December 2022 (available at https://www.alphaholdings.gr/-/media/AlphaHoldings/Files/apotelesmata/FY2022/Alpha-Services-and-Holdings-Financial-Statements-31122022-EN.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the financial year ended 31 December 2022 for Alpha Holdings, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 100;
Balance Sheet	page 355;
Consolidated Income Statement	page 98;
Income Statement	page 353;
Consolidated Statement of Comprehensive Income	page 99;
Statement of Comprehensive Income	page 354;
Consolidated Statement of Changes in Equity	pages 101 to 102;
Statement of Changes in Equity	pages 356 to 357;
Consolidated Statement of Cash Flows	page 103;
Statement of Cash Flows	page 358;
Notes to the Consolidated Financial Statements	pages 104 to 350;
Notes to the Financial Statements	pages 359 to 441;
Independent Auditors' Report	pages 95 to 97; and
Appendix of the Board of Directors' Annual Management Report	pages 443 to 445.

2. Annual report of Alpha Holdings for the year ended 31 December 2023 (available at https://www.alphaholdings.gr/-/media/AlphaHoldings/Files/apotelesmata/FY2023/Group-Holdco-31122023-ENG060324Disclaimer.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the financial year ended 31 December 2023 for Alpha Holdings, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 149;
Balance Sheet	page 420;
Consolidated Income Statement	page 147;
Income Statement	page 418;
Consolidated Statement of Comprehensive Income	page 148;

Statement of Comprehensive Income	page 419;
Consolidated Statement of Changes in Equity	pages 150 to 151;
Statement of Changes in Equity	pages 421 to 422;
Consolidated Statement of Cash Flows	page 152;
Statement of Cash Flows	page 423;
Notes to the Consolidated Financial Statements	pages 153 to 416;
Notes to the Financial Statements	pages 424 to 492;
Independent Auditors' Report	pages 136 to 145; and
Appendix of the Board of Directors' Annual Management Report	pages 493 to 498.

3. Semi Annual Financial Report of Alpha Holdings (prepared in accordance with Greek Law 3556/2007), which includes the reviewed condensed interim consolidated financial statements (produced in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as it has been adopted by the European Union) as at and for the six month period ended 30 June 2024 (available at: https://www.alphaholdings.gr/-/media/AlphaHoldings/Files/apotelesmata/Q22024/20240802-Q2-oikonomikes-katastaseis-en.pdf) (the "**Alpha Holdings H1 Report**"), including the information set out at the following pages in particular:

Auditors' Review Report	page 35;
Consolidated Condensed Interim Income Statement	page 37;
Consolidated Condensed Interim Statement of Comprehensive Income	page 38;
Consolidated Condensed Interim Balance Sheet	page 39;
Consolidated Condensed Interim Statement of Changes in Equity	pages 40 to 42;
Consolidated Condensed Interim Statement of Cash Flows	page 43;
Notes to the Condensed Interim Consolidated Financial Statements	pages 44 to 105;
Appendix of the Board of Directors' Management Report	pages 128 to 131,

and which includes the following

Consolidated Balance Sheet of Alpha Bank	page 91; and

Consolidated Income Statement of Alpha Bank page 92."

4. The press release issued by Alpha Holdings dated 7 June 2023 entitled "Investor Day 2023 – Creating Value, Empowering Growth" (the "**2023-2025 Strategic Plan Press Release**") (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/grafeio-tupou/2023/20230607-deltio-typou-en.pdf) relating to the Group's strategic plan for the years 2023-2025 (the "**2023-2025 Strategic Plan**").

5. The first page and the second page (up to (but excluding) the section headed "The benefits of a long-term strategic partnership across geographies and products") of the press release issued by Alpha Holdings and UniCredit S.p.A. on 23 October 2023 entitled "UniCredit and Alpha Services and Holdings announce merger in Romania and strategic partnership in Greece" (available at: https://www.alphaholdings.gr/-/media/AlphaHoldings/Files/grafeio-tupou/2023/20231023-deltio-typou-new-en.pdf) (the "**Strategic Partnership Press Release**")

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.luxse.com).

TERMS AND CONDITIONS OF THE NOTES

The following (other than the paragraphs in italics) is the text of the terms and conditions that, subject to amendment, shall be endorsed on each Note in definitive form (if issued):

The €300,000,000 Fixed Rate Reset Additional Tier 1 Perpetual Contingent Temporary Write-Down Notes (the "**Notes**", which expression shall in these Conditions, unless the context otherwise requires, include any further Notes issued pursuant to Condition 16 (*Further Issues*) and forming a single series with the Notes) of Alpha Services and Holdings S.A. (the "**Issuer**") was authorised by a resolution of the Board of Directors of the Issuer dated 31 January 2024. The Notes are issued in accordance with a fiscal agency agreement dated 10 September 2024 (as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**") made between, amongst others, the Issuer and Citibank, N.A., London Branch as fiscal agent and principal paying agent (the "**Agent**") and as agent bank (the "**Agent Bank**" and, together with any Paying Agents and the Agent, the "**Agents**" (which expressions shall include all persons from time to time being appointed agent, paying agent or agent bank under the Agency Agreement)).

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 and collection during normal business hours by the holders of the Notes (the "**Noteholders**" or the "**holders**") and the holders of the interest coupons and the talons ("**Talons**") for further interest coupons appertaining to the Notes (the "**Couponholders**" and the "**Coupons**" (which expressions shall in these Conditions, unless the context otherwise requires, include the holders of the Talons and the Talons) respectively) at the Specified Office of the Agent and the Specified Office of 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.

The Notes are being issued under the provisions of Articles 59 to 74 (inclusive) of Greek Law 4548/2018 and Article 14 of Greek Law 3156/2003 (together, the "**Greek Bond Laws**"). For the purposes of the Greek Bond Laws, the Issuer has entered into a written contract with AXIA Ventures Group Ltd dated 10 September 2024 (the "**Noteholders Agency Agreement**", which expression shall include any amendments or supplements thereto) appointing AXIA Ventures Group Ltd as an agent of the Noteholders and Couponholders (the "**Noteholders Agent**", which expression shall include any successor to AXIA Ventures Group Ltd in its capacity as such). Further, for the purposes of Article 60 of Greek Law 4548/2018 these Conditions constitute the programme of the Notes.

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.

All references in these Conditions to "**€**" or "**euro**" 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.

1 FORM, DENOMINATION AND TITLE

1.1 Form and denomination

The Notes are in bearer form, serially numbered, in the denominations of €200,000 and integral multiples of €1,000 in excess thereof up to (and including) €399,000 each with Coupons and one Talon attached on issue. No definitive Notes will be issued with a denomination above €399,000. Notes of one denomination may not be exchanged for Notes of any other denomination.

1.2 Title

Title to the Notes and Coupons will pass by delivery.

1.3 Holder absolute owner

The Issuer, each Agent and the Noteholders Agent will (to the fullest extent permitted by applicable laws) deem and treat the bearer of any Note or Coupon as the absolute owner for all purposes (whether or not the Note or Coupon shall be overdue and notwithstanding any notice of ownership or writing on

the Note or Coupon or any notice of previous loss or theft of the Note or Coupon or any trust or interest therein) and shall not be required to obtain any proof thereof or as to the identity of such bearer.

2 STATUS AND SUBORDINATION

2.1 Status

The Notes and Coupons are direct, unsecured, unguaranteed and subordinated obligations of the Issuer and rank *pari passu* without any preference among themselves. The rights and claims of Noteholders and Couponholders in respect of, or arising under or in connection with, their Notes and Coupons (including any damages awarded for breach of obligations in respect thereof) are subordinated as described in this Condition 2 and in Condition 3 (*Winding-Up*).

2.2 Solvency Condition

Except in a Winding-Up, all payments in respect of, or arising under or in connection with, the Notes and Coupons (including any damages awarded for breach of any obligation in respect thereof) (other than payments to the Agent for its own account under the Agency Agreement or payments to the Noteholders Agent for its own account under the Noteholders Agency Agreement) are, in addition to the right or obligation of the Issuer to cancel payments under Condition 4.1 (*Cancellation of interest*) and/or Condition 5.1 (*Loss absorption*), conditional upon the Issuer being solvent at the time of payment by the Issuer and no payments shall be due and payable in respect of, or arising under, the Notes, the Coupons, the Agency Agreement or the Noteholders Agency Agreement (other than payments to the Agent for its own account under the Agency Agreement or payments to the Noteholders Agent for its own account under the Noteholders Agency Agreement) except to the extent that the Issuer could make such payment and still be solvent immediately thereafter (the "**Solvency Condition**").

In these Conditions, the Issuer shall be considered to be solvent at a particular time if, at such time, (x) the Issuer is able to pay its debts to its Senior Creditors as they fall due and (y) the Issuer's Assets exceed its Liabilities.

2.3 No Set-off

No Noteholder or Couponholder may exercise or claim or plead any right of Set-off, compensation or retention in respect of any amount owed to it by the Issuer in respect of, or arising under or in connection with, the Notes, the Coupons, the Agency Agreement or the Noteholders Agency Agreement and each Noteholder and Couponholder will, by virtue of their subscription, purchase or holding of any Note or Coupon, be deemed to have irrevocably waived all such rights of Set-off, compensation or retention. Notwithstanding the preceding sentence, if any of the amounts owing to any Noteholder or Couponholder by the Issuer in respect of, or arising under or in connection with, the Notes, the Coupons, the Agency Agreement or the Noteholders Agency Agreement is discharged by Set-off, whether by operation of law or otherwise, such Noteholder or Couponholder (as applicable) shall immediately pay an amount equal to the amount of such discharge to the Issuer (or, in the event of its Winding-Up, the liquidator, special liquidator or other relevant insolvency official of the Issuer (as the case may be and to the extent applicable)) and, until such time as payment is made, shall hold an amount equal to such amount as a separate estate and in trust for (or, if a trust is not recognised in the relevant jurisdiction, on behalf of) the Issuer (or the liquidator, special liquidator or other relevant insolvency official of the Issuer (as the case may be and to the extent applicable)) and accordingly any such discharge shall be deemed not to have taken place.

3 WINDING-UP

If a Winding-Up occurs, each Noteholder will be entitled to receive (in lieu of any other payment by the Issuer) an amount equal to the Current Nominal Amount of the relevant Note, together with any damages awarded for breach of any obligations in respect of such Note, whether or not the Solvency Condition is satisfied on the date upon which such amount would be due and payable; provided, however, that the rights and claims of the Noteholders against the Issuer in respect of, or arising under or in connection with the Notes shall be subordinated as provided in this Condition 3 to the claims of all Senior Creditors so that they shall rank on a Winding-Up:

(a) junior to the rights and claims of the Senior Creditors;

(b) *pari passu* with the rights and claims of holders of all other present and future subordinated obligations of the Issuer which pursuant to their terms or mandatory provisions of law rank or

are expressed to rank *pari passu* with the Notes on a Winding-Up of the Issuer, including those that constitute, or would but for any applicable limitation on the amount of such capital constitute, Additional Tier 1 Capital of the Issuer; and

(c) in priority to any present and future rights and claims in respect of (i) the share capital of the Issuer and (ii) any other obligations or capital instruments of the Issuer which rank or are expressed to rank junior to the Notes on a Winding-Up of the Issuer, including such instruments or items included in the common equity tier 1 capital (as that term is used in the Regulatory Capital Requirements) of the Issuer,

and such rights and claims shall be postponed in favour of the rights and claims of the Senior Creditors and no payment shall be made to the Noteholders in respect of such rights and claims until payment has been made in full in respect of the rights and claims of the Senior Creditors and the Noteholders, by holding the Notes, are deemed expressly and irrevocably to waive their right to be treated equally with Senior Creditors in such circumstances. Such waiver constitutes a genuine contract benefitting third parties and, according to Article 411 of the Greek Civil Code, or, as the case may be, any other equivalent provision of the law applicable to the Notes, creates rights for the Senior Creditors.

The foregoing shall be subject to mandatory provisions of law.

4 INTEREST

4.1 Cancellation of interest

The Issuer may elect at any time (subject to the mandatory cancellation and non-payment of interest pursuant to this Condition 4.1, Condition 2.2 (*Solvency Condition*) or Condition 5.1 (*Loss Absorption*)) at its sole and full discretion to cancel (in whole or in part) payment of the interest otherwise scheduled to be paid on an Interest Payment Date.

Under the Regulatory Capital Requirements, the Issuer may elect to pay interest only to the extent that it has Available Distributable Items. Accordingly, in addition to having the right to cancel at any time, the Issuer will cancel payment of interest on any Interest Payment Date (in whole or, as the case may be, in part) if and to the extent that such interest, when aggregated together with any interest payments or other distributions which have been paid or made or which are scheduled to be paid or made during the then current Financial Year on the Notes and all other Own Funds items of the Issuer (excluding any such interest payments or other distributions which (i) are not required to be made out of Available Distributable Items or (ii) have already been provided for, by way of deduction, in calculating the amount of Available Distributable Items), exceeds the amount of the Available Distributable Items of the Issuer as at such Interest Payment Date.

In addition, the Issuer shall cancel payment of any interest otherwise scheduled to be paid on an Interest Payment Date:

4.1.1 in the event of a Winding-Up;

4.1.2 if and to the extent that payment of such interest would cause, when aggregated together with other distributions of the kind referred to in Article 141(2) of CRD IV (or any provision of applicable law transposing or implementing Article 141(2) of CRD IV) and/or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated, in each case to the extent applicable to the Group, the Maximum Distributable Amount (if any) then applicable to the Group to be exceeded; or

4.1.3 in the event the Supervisory Authority otherwise directs the Issuer to exercise its discretion accordingly.

"**Maximum Distributable Amount**" means any applicable maximum distributable amount relating to the Group required to be calculated in accordance with Article 141 of CRD IV (or any provision of applicable law transposing or implementing CRD IV) and/or in accordance with any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated.

The Issuer will also cancel interest payments (in whole or in part) on the Notes in any other circumstances in which the Regulatory Capital Requirements (or where the Supervisory Authority or an

applicable resolution authority acting pursuant to such Regulatory Capital Requirements or other applicable laws or regulations) require interest payments on the Notes to be so cancelled (including, but not limited to, if the Issuer becomes subject to any applicable leverage-based or minimum requirements for own funds and eligible liabilities-based maximum distributable amount restrictions). See further the risk factor entitled "The Issuer may at any time elect, and in certain circumstances shall be required, not to make interest payments on the Notes" in this Offering Circular.

Payment of interest will also be cancelled in the event of a Trigger Event (in accordance with Condition 5.1 (*Loss absorption*)) or if the Solvency Condition is not satisfied in respect of such interest (in accordance with Condition 2.2 (*Solvency Condition*)).

The Issuer shall provide notice of any cancellation of interest to the Noteholders in accordance with Condition 17 (*Notices*) and to the Agent and the Noteholders Agent as soon as reasonably practicable, but not more than 60 calendar days prior to the relevant Interest Payment Date. Failure to provide such notice, however, shall not have any impact on the effectiveness of, or otherwise invalidate, any such cancellation or deemed cancellation of interest, or give Noteholders or Couponholders any rights as a result of such failure.

For the avoidance of doubt: (i) the cancellation of any interest in accordance with Condition 2.2 (*Solvency Condition*), this Condition 4.1 or Condition 5.1 (*Loss absorption*) shall not constitute a default for any purpose on the part of the Issuer; and (ii) interest on the Notes is not cumulative and any interest that the Issuer elects not to pay or is prohibited from paying will not accumulate or compound and all rights and claims in respect of such amounts shall be fully and irrevocably forfeited and no payments shall be made, nor shall any Noteholder or Couponholder be entitled to any payment or indemnity, in respect thereof. In the event that the Issuer exercises its discretion not to pay interest or is prohibited from paying interest on any Interest Payment Date, such cancellation will not give rise to or impose any restriction on the Issuer or give rise to any other restriction on the Issuer making distributions or any other payments to the holders of any securities including, without limitation, those ranking *pari passu* with, or junior to, the Notes. The Issuer may use such cancelled payment without restriction.

If the Issuer does not pay any interest payment (in whole or, as the case may be, in part) on the relevant Interest Payment Date, such non-payment (whether the notice referred to in this Condition 4.1 or, as appropriate, Condition 5.1 (*Loss absorption*) has been given or not) shall evidence the non-payment and cancellation of such interest payment (in whole or, as the case may be, in part) by reason of (x) it not being due in accordance with Condition 2.2 (*Solvency Condition*), (y) the cancellation of such interest payment (in whole or, as the case may be, in part) in accordance with this Condition 4.1 or Condition 5.1 (*Loss absorption*) or, as appropriate, (z) the Issuer's exercise of its discretion to cancel such interest payment (in whole or, as the case may be, in part) in accordance with this Condition 4.1. Accordingly, non-payment of any interest (in whole or, as the case may be, in part) in accordance with any of Conditions 2.2 (*Solvency Condition*) or 5.1 (*Loss absorption*) or this Condition 4.1 will not constitute a default by the Issuer for any purpose and the Noteholders shall have no right thereto whether in a Winding-Up of the Issuer or otherwise.

4.2 Rate of Interest

Subject to Conditions 2.2 (*Solvency Condition*), 4.1 (*Cancellation of interest*) and 5.1 (*Loss absorption*), the Notes bear interest on their outstanding Current Nominal Amount:

4.2.1 from (and including) the Issue Date to (but excluding) 10 September 2030 (the "**First Reset Date**") at 7.500 per cent. per annum (the "**Initial Rate of Interest**"); and

4.2.2 thereafter, at the relevant Reset Rate of Interest.

Subject to Conditions 2.2 (*Solvency Condition*), 4.1 (*Cancellation of interest*) and 5.1 (*Loss absorption*), interest on the Notes shall be payable semi-annually in arrear on 10 March and 10 September of each year (each an "**Interest Payment Date**") commencing on 10 March 2025.

The period beginning on (and including) the Issue Date and ending on (but excluding) the next succeeding Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date is called an "**Interest Period**".

4.3 Determination of Reset Rate of Interest in relation to a Reset Period

The Agent Bank will at or as soon as practicable after 11.00 am (Central European time) on each Reset Determination Date in relation to a Reset Period, determine the Reset Rate of Interest for such Reset Period.

4.4 Publication of Reset Rate of Interest

With respect to each Reset Period, the Issuer shall cause the Agent Bank to give notice of the relevant Reset Rate of Interest to the Issuer and the Agents, to any stock exchange on which the Notes are at the relevant time listed and to any other relevant authority notified by the Issuer to the Agent Bank and to be published in accordance with Condition 17 (*Notices*) as soon as reasonably practicable after such determination but in any event not later than the relevant Reset Date. The Reset Rate of Interest so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) in the event of manifest error.

4.5 Notifications, etc. to be final

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 4, whether by the Reset Reference Banks (or any of them) or the Agent Bank or the Agent (or an agent on its behalf), will (in the absence of manifest error) be binding on the Issuer, the Agent, the Agent Bank and all Noteholders and Couponholders and no liability to the Issuer or the Noteholders or the Couponholders shall attach to the Reset Reference Banks (or any of them), the Agent Bank or, if applicable, the Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions under this Condition.

4.6 Calculation of interest

The amount of interest payable in respect of a Note for any period shall be calculated (subject to Conditions 2.2 (*Solvency Condition*), 4.1 (*Cancellation of interest*) and 5.1 (*Loss absorption*)) by the Agent Bank by:

4.6.1 applying the applicable Rate of Interest to the Current Nominal Amount of such Note;

4.6.2 where applicable, multiplying the product thereof by the Day Count Fraction; and

4.6.3 rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

If a Note has had two or more different Current Nominal Amounts during the relevant period for which interest is being calculated (due to one or more Write-Downs and/or Write-Ups occurring during such period), interest in respect of the Note shall be calculated as if such period was two or more (as relevant) consecutive interest periods and interest shall be calculated based on the number of days for which each Current Nominal Amount was applicable. For the avoidance of doubt, there will be no compounding of interest in such calculations.

4.7 Interest accrual

Without prejudice to Conditions 2.2 (*Solvency Condition*), 4.1 (*Cancellation of interest*) and 5.1 (*Loss absorption*), each Note will cease to bear interest from and including its due date for redemption unless, upon due presentation, payment of the Current Nominal Amount of such Note is improperly withheld or refused, or unless default is otherwise made in respect of payment. In such event, interest will continue to accrue as provided in the Agency Agreement.

4.8 Benchmark discontinuation

If 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 of this Condition 4.8 shall apply to the Notes.

4.8.1 The Issuer shall use reasonable endeavours, as soon as reasonably practicable, to appoint an Independent Adviser to determine: (a) a Successor Reference Rate; or (b) 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) by 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 (in respect of periods beginning after the end of the then current Reset Period or, if the Issuer determines on or prior to the first Reset Determination Date that a Benchmark Event has occurred, in respect of periods beginning from the First Reset Date onwards) 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 4.8).

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: (a) a Successor Reference Rate; or (b) 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 relevant 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 (in respect of periods as described above) 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 4.8). 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.

4.8.2 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 4.8:

(a) such Successor Reference Rate or Alternative Reference Rate (as applicable) shall subsequently be used in place of the 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 (in respect of periods as described above) 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 4.8);

(b) 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 (in respect of periods as described above) (subject to the subsequent operation of, and adjustment as provided in, this Condition 4.8);

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

(A) 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 definitions of "Day Count Fraction", "Payment Business Day", "Reset Determination Date" and "Screen Page" 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

(B) 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 (in respect of periods as described above) 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 4.8); 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 to these Conditions (and the effective date thereof) pursuant to Condition 4.8.2(c) to the Supervisory Authority, the Agent, the Agent Bank and the Noteholders in accordance with Condition 17 (*Notices*).

4.8.3 The Agent and any other agents party to the Agency Agreement shall, at the direction and expense of the Issuer, effect such consequential amendments (collectively, "**Benchmark Amendments**") to the Agency Agreement and these Conditions as may be required in order to give effect to the application of this Condition 4.8. 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 4.8 or such other relevant changes pursuant to Condition 4.8.2(c), 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 4.8 or is not notified to the Agent and the Agent Bank prior to the relevant Issuer Determination Cut-off Date, then the Rate of Interest for the relevant Reset Period shall be determined by reference to the fallback provisions of Condition 4.8.4 and the Issuer shall give notice thereof to the Agent, the Agent Bank and the Noteholders in accordance with Condition 17 (*Notices*) by no later than such Issuer Determination Cut-off Date. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Reset Period only and any subsequent Reset Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 4.8.

Notwithstanding any other provision of this Condition 4.8, none of the Agent, the Agent Bank or any Paying Agent shall be obliged to concur with the Issuer or the Independent Adviser in respect of Benchmark Amendments required to be made to the Agency Agreement or these Conditions as contemplated under this Condition 4.8 which, in the sole opinion of the Agent, the Agent Bank 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 4.8, if in the Agent Bank's opinion there is any uncertainty in making any determination or calculation under this Condition 4.8, the Agent Bank shall promptly notify the Issuer and/or the Independent Adviser thereof and the Issuer shall direct the Agent Bank in writing as to which course of action to adopt. If the Agent Bank 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 Bank 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, no Agent shall be obliged to monitor or enquire as to whether a Benchmark Event has occurred or have any liability in respect thereof. The Agent Bank 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 4.8 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 4.8, 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 Additional Tier 1 Capital and/or eligible liabilities (as that term is used in the Regulatory Capital Requirements); and/or

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

4.8.4 In the event that the relevant Rate of Interest cannot be determined in accordance with any of the foregoing provisions, the relevant Rate of Interest for the relevant Reset Period shall be:

(a) that determined as at the last preceding Reset Determination Date; or

(b) if there is no such preceding Reset Determination Date, 7.644 per cent.

4.8.5 If the Issuer anticipates that a Benchmark Event will or may occur, nothing in these Conditions shall prevent the Issuer (in its sole discretion) from taking, prior to the occurrence of such Benchmark Event, such actions which it considers expedient in order to prepare for applying the provisions of this Condition 4.8 (including, without limitation, appointing and consulting with an Independent Adviser to identify any Successor Reference Rate, Alternative Reference Rate, Adjustment Spread and/or Benchmark Amendments), provided that no Successor Reference Rate, Alternative Reference Rate, Adjustment Spread and/or Benchmark Amendments will take effect until the relevant Benchmark Event has occurred.

5 WRITE-DOWN AND WRITE-UP OF PRINCIPAL AMOUNT

5.1 Loss absorption

If the Issuer or the Supervisory Authority (or any agent appointed for such purpose by the Supervisory Authority) determines in accordance with the requirements set out in Article 54 of the CRR that the Common Equity Tier 1 Ratio, as of any date, has fallen below 5.125 per cent. (a "**Trigger Event**"), the Issuer shall:

5.1.1 immediately notify the Supervisory Authority of the occurrence of a Trigger Event;

5.1.2 without delay deliver a Write-Down Notice to Noteholders (in accordance with Condition 17 (*Notices*)), the Agents and the Noteholders Agent (which notice shall be irrevocable);

5.1.3 irrevocably cancel any accrued and unpaid interest up to (but excluding) the Write-Down Date; and

5.1.4 without delay, and in any event within one month (or such shorter period as the Supervisory Authority may then require) following the occurrence of a Trigger Event, reduce the then Current Nominal Amount of each Note by the Write-Down Amount (such reduction being referred to as a "**Write-Down**" and "**Written Down**" being construed accordingly).

Such cancellation and reduction shall take place without the need for the consent of Noteholders and without delay on such date as is selected by the Issuer (the "**Write-Down Date**") but which shall be no later than one month (or such shorter period as the Supervisory Authority may then require) following the occurrence of the relevant Trigger Event and in accordance with the requirements set out in Article 54 of the CRR.

For the purposes of determining whether a Trigger Event has occurred, the Common Equity Tier 1 Ratio may be calculated at any time based on information (whether or not published) available to management of the Issuer, including information internally reported within the Issuer pursuant to its procedures for monitoring the Common Equity Tier 1 Ratio.

The determination as to whether a Trigger Event has occurred shall be made by the Issuer or the Supervisory Authority or any agent appointed for such purpose by the Supervisory Authority. Any such determination shall be binding on the Issuer, the Agents and the Noteholders.

A Write-Down may occur on more than one occasion and the Notes may be Written Down on more than one occasion.

Failure to deliver a Write-Down Notice shall not prevent a Write-Down from occurring and shall not constitute an Event of Default under the Notes.

A Write-Down will not constitute an Event of Default or cause a breach of the Issuer's obligations or duties or be a failure by the Issuer to perform its obligations in any manner whatsoever and shall not entitle any Noteholder to claim for amounts Written Down, whether in a Winding-Up or otherwise, save to the extent (if any) such amounts are Written Up in accordance with Condition 5.4 (*Reinstatement of principal amount*).

"**Write-Down Notice**" means a notice given by the Issuer to the Noteholders in accordance with Condition 17 (*Notices*), the Agent, the Noteholders Agent and the Supervisory Authority which specifies

that a Trigger Event has occurred, which specifies the Write-Down Date, and which sets out the method of calculation of the relevant Write-Down Amount.

The Issuer shall also set out its determination of the Write-Down Amount per Calculation Amount in the relevant Write-Down Notice together with the then Current Nominal Amount per Calculation Amount following the relevant Write-Down. However, if the Write-Down Amount has not been determined when the Write-Down Notice is given, the Issuer shall, as soon as reasonably practicable following such determination, notify the Write-Down Amount to the Noteholders in accordance with Condition 17 (*Notices*), the Agent, the Noteholders Agent and the Supervisory Authority. The Issuer's determination of the relevant Write-Down Amount shall be irrevocable and binding on all parties.

The aggregate reduction of the then Current Nominal Amount of the outstanding Notes pursuant to a Write-Down shall be equal to the lower of:

5.1.5 the amount necessary to generate sufficient Common Equity Tier 1 Capital that would restore the Common Equity Tier 1 Ratio to 5.125 per cent. at the point of such reduction after taking into account (subject as provided below) the pro rata write-down and/or conversion (as applicable) of the current nominal amount of all Loss Absorbing Instruments (if any) to be written down and/or converted concurrently (or substantially concurrently) with the Notes, provided that, with respect to each Loss Absorbing Instrument (if any), such pro rata write-down and/or conversion shall only be taken into account to the extent required to restore the Common Equity Tier 1 Ratio contemplated above to the lower of (i) such Loss Absorbing Instrument's trigger level (or, if it has more than one such trigger level, the higher or highest effective trigger level) and (ii) 5.125 per cent., in each case in accordance with the terms of the relevant Loss Absorbing Instruments and the Regulatory Capital Requirements; and

5.1.6 the amount that would result in the Current Nominal Amount of a Note being reduced to one cent.

The aggregate reduction determined in accordance with the immediately preceding paragraph shall be applied to all of the Notes *pro rata* on the basis of their Current Nominal Amount immediately prior to the Write-Down and references herein to "**Write-Down Amount**" shall mean, in respect of each Note, the amount by which the Current Nominal Amount of such Note is to be Written Down accordingly.

In calculating any amount in accordance with the immediately preceding paragraph, the Common Equity Tier 1 Capital (if any) generated as a result of the cancellation of interest pursuant to this Condition 5.1 shall not be taken into account.

5.2 Loss Absorbing Instruments and Full Loss Absorbing Instruments

Following the giving of a Write-Down Notice, the Issuer shall procure that:

5.2.1 a similar notice is, or has been, given in respect of each Loss Absorbing Instrument (if any); and

5.2.2 the current nominal amount of each Loss Absorbing Instrument outstanding, if any, is written down, written off or converted, as appropriate, as soon as reasonably practicable following the giving of such Write-Down Notice,

in each case in accordance with, and to the extent required by, the terms of such Loss Absorbing Instrument; provided, however, that any failure by the Issuer either to give such a notice or to procure such a write-down, write-off and/or conversion will not affect the effectiveness of, or otherwise invalidate, any Write-Down of the Notes pursuant to Condition 5.1 (*Loss absorption*) or give Noteholders any rights as a result of any such failure (and, for the avoidance of doubt, the Write-Down Amount may increase as a result thereof).

To the extent the principal write-down, write-off or conversion into Ordinary Shares of any Loss Absorbing Instrument is not possible for any reason, this shall not prejudice the requirement to effect a Write-Down of the Notes pursuant to Condition 5.1 (*Loss absorption*) and the calculation of the Write-Down Amount in Condition 5.1 (*Loss absorption*) shall be undertaken without including any Common Equity Tier 1 Capital in respect of such Loss Absorbing Instruments to the extent they are not written down, written off or converted.

If, in connection with the Write-Down or the calculation of the Write-Down Amount, there are outstanding any Loss Absorbing Instruments the terms of which provide that they shall be written down and/or converted in full and not in part only (the "**Full Loss Absorbing Instruments**") then:

(a) the provision that a Write-Down of the Notes should be effected *pro rata* with the write-down and/or conversion, as the case may be, of any Loss Absorbing Instruments shall not be construed as requiring the Notes to be Written Down in full solely by virtue of the fact that such Full Loss Absorbing Instruments may be written down and/or converted in full; and

(b) for the purposes of calculating the Write-Down Amount, the Full Loss Absorbing Instruments will be treated (for the purposes only of determining the write-down of principal and/or conversion, as the case may be, among the Notes and any Loss Absorbing Instruments on a *pro rata* basis) as if their terms permitted partial write-down and/or conversion, such that the write-down and/or conversion of such Full Loss Absorbing Instruments shall be deemed to occur in two concurrent stages: (x) first, the principal amount of such Full Loss Absorbing Instruments shall be written down and/or converted *pro rata* (in the manner contemplated above) with the Notes and all other Loss Absorbing Instruments to the extent necessary to achieve the Common Equity Tier 1 Ratio referred to in Condition 5.1.5 (*Loss absorption*); and (y) secondly, the balance (if any) of the principal amount of such Full Loss Absorbing Instruments remaining following (x) shall be written off and/or converted, as the case may be, with the effect of increasing the Common Equity Tier 1 Ratio above the minimum required under Condition 5.1.5 (*Loss absorption*).

5.3 Interest Accrual following a Write-Down or Write-Up

Following any Write-Down or any Write-Up, interest will continue to accrue on the Current Nominal Amount of each Note from (and including) the effective date of such reduction or increase, and will be subject to Conditions 2.2 (*Solvency Condition*), 4.1 (*Cancellation of interest*) and 5.1 (*Loss absorption*).

Following any Write-Down or Write-Up of the Notes, references herein to "**Current Nominal Amount**" shall be construed accordingly. Once the Current Nominal Amount of a Note has been Written Down, the relevant Write-Down Amount(s) may only be restored, at the discretion of the Issuer, in accordance with Condition 5.4 (*Reinstatement of principal amount*).

5.4 Reinstatement of principal amount

To the extent permitted by the Regulatory Capital Requirements and subject to the Maximum Distributable Amount (if any) (when the amount of the Write-Up is aggregated together with other distributions of the kind referred to in Article 141(2) of CRD IV or in any provision of applicable law transposing or implementing Article 141(2) of CRD IV, and after taking account of the applicable requirements of Article 21.2(f) of the CRD IV Supplementing Regulation or as referred to in any other applicable provisions of the Regulatory Capital Requirements which require a maximum distributable amount to be calculated) not being exceeded thereby, the Issuer may at its sole and full discretion, unless previously redeemed, repurchased or cancelled, reinstate the Current Nominal Amount of each Note (a "**Write-Up**" and "**Write Up**" and "**Written Up**" shall be construed accordingly), up to a maximum of its Original Nominal Amount, on a *pro rata* basis with the other Notes and with any Written Down Additional Tier 1 Instruments, provided that the sum of:

5.4.1 the aggregate amount of the relevant Write-Up on all the Notes on the Write-Up Date;

5.4.2 the aggregate amount of any other Write-Up on the Notes since the Reference Date and prior to the Write-Up Date;

5.4.3 the aggregate amount of any interest payments on the Notes that were paid since the Reference Date on the basis of a Current Nominal Amount lower than the Original Nominal Amount;

5.4.4 the aggregate amount of the increase in principal amount of each such Written Down Additional Tier 1 Instrument in connection with such Write-Up;

5.4.5 the aggregate amount of any other increase in principal amount of each such Written Down Additional Tier 1 Instrument since the Reference Date and prior to the Write-Up Date; and

5.4.6 the aggregate amount of any interest payments on Loss Absorbing Instruments that were paid since the Reference Date on the basis of a current nominal amount that is lower than the principal amount it was issued with,

does not exceed the Maximum Write-Up Amount.

"**Maximum Write-Up Amount**" means the Consolidated Net Income multiplied by the sum of the aggregate Original Nominal Amount of the Notes and the aggregate original nominal amount of all Written Down Additional Tier 1 Instruments of the Group, and divided by the total Tier 1 Capital of the Group as at the relevant Write-Up Date.

"**Reference Date**" means, in respect of a Write-Up, the last day of the Financial Year immediately preceding the relevant Write-Up Date in respect of which audited annual consolidated accounts of the Issuer are available.

"**Consolidated Net Income**" means the consolidated net profit after tax of the Issuer as shown in the most recent audited annual consolidated accounts of the Issuer.

A Write-Up may be made on one or more occasions in accordance with this Condition 5.4 until the Current Nominal Amount of the Notes has been restored to the Original Nominal Amount. For the avoidance of doubt, at no time may the Current Nominal Amount of a Note exceed its Original Nominal Amount.

Any decision by the Issuer to effect or not to effect any Write-Up pursuant to this Condition 5.4 on any occasion shall not preclude it from effecting or not effecting any Write-Up on any other occasion pursuant to this Condition 5.4.

Any Write-Up will be subject to: (i) it not causing a Trigger Event; (ii) the Issuer having taken a formal decision confirming its final profits after tax; and (iii) the Issuer obtaining any Supervisory Permission of the Supervisory Authority therefor (provided at the relevant time such Supervisory Permission is required to be given).

If the Issuer elects to Write Up the Notes pursuant to this Condition 5.4, notice (a "**Write-Up Notice**") of such Write-Up shall be given by the Issuer to Noteholders in accordance with Condition 17 (*Notices*), the Agent, the Noteholders Agent and the Supervisory Authority specifying the amount of any Write-Up and the date on which such Write-Up shall take or, as the case may be, took effect (the "**Write-Up Date**"). Such Write-Up Notice shall be given by the Issuer as soon as reasonably practicable after such election and in any event (unless unduly burdensome) before the date on which the relevant Write-Up is to become effective.

5.5 Currency

For the purposes of any calculation in connection with a Write-Down or Write-Up of the Notes which necessarily requires the determination of a figure in euro (or in an otherwise consistent manner across obligations denominated in different currencies), including (without limitation) any determination of a Write-Down Amount and/or a Maximum Write-Up Amount, any relevant obligations which are not denominated in euro shall (for the purposes of such calculation only) be deemed notionally to be converted into euro at the foreign exchange rates determined, in the sole and full discretion of the Issuer, to be applicable based on its regulatory reporting requirements under the Regulatory Capital Requirements.

6 REDEMPTION, PURCHASE, SUBSTITUTION AND VARIATION

The Notes may not be redeemed or purchased otherwise than in accordance with this Condition 6.

6.1 No fixed redemption date

The Notes are perpetual Notes in respect of which there is no fixed redemption date and the Issuer shall only have the right to redeem or purchase them in accordance with the following provisions of this Condition 6.

6.2 General redemption option

The Issuer may, at its sole and full discretion (but subject to the provisions of Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*)), subject to having given no less than 15 nor more

than 60 calendar days' notice to the Noteholders (in accordance with Condition 17 (*Notices*)), the Agent and the Noteholders Agent (which notice shall, save as provided in Condition 6.9, be irrevocable), redeem all, but not some only, of the Notes then outstanding at any time from and including the First Call Date to and including the First Reset Date or on any Interest Payment Date thereafter at their Current Nominal Amount plus (subject to Condition 4.1 (*Cancellation of interest*)) any accrued but unpaid interest thereon up to, but excluding, the relevant date of redemption.

6.3 Redemption upon the occurrence of a Capital Disqualification Event

Upon the occurrence of a Capital Disqualification Event at any time, the Issuer may, at its sole and full discretion (but subject to the provisions of Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*)), subject to having given no less than 15 nor more than 60 calendar days' notice to the Noteholders (in accordance with Condition 17 (*Notices*)), the Agent and the Noteholders Agent (which notice shall, save as provided in Condition 6.9, be irrevocable and shall specify the date fixed for redemption), redeem all, but not some only, of the Notes then outstanding at their Current Nominal Amount plus (subject to Condition 4.1 (*Cancellation of interest*)) any accrued but unpaid interest thereon up to, but excluding, the relevant date of redemption.

6.4 Redemption upon the occurrence of a Tax Event

Upon the occurrence of a Tax Event at any time, the Issuer may, at its sole and full discretion (but subject to the provisions of Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*)), subject to having given no less than 15 nor more than 60 calendar days' notice to the Noteholders (in accordance with Condition 17 (*Notices*)), the Agent and the Noteholders Agent (which notice shall, save as provided in Condition 6.9, be irrevocable and shall specify the date fixed for redemption), redeem all, but not some only, of the Notes then outstanding at their Current Nominal Amount plus (subject to Condition 4.1 (*Cancellation of interest*)) any accrued but unpaid interest thereon up to, but excluding, the relevant date of redemption.

6.5 Redemption upon the exercise of the Clean-up Call option

If 75 per cent. (or more) of the Notes originally issued has been purchased and subsequently cancelled in accordance with this Condition 6 (*Redemption, purchase, substitution and variation*), the Issuer may, at its sole and full discretion (but subject to the provisions of Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*)), having given not less than 15 nor more than 60 calendar days' notice to the Noteholders in accordance with Condition 17 (*Notices*), the Agent and the Noteholders Agent (which notice shall, save as provided in Condition 6.9, be irrevocable and shall specify the date fixed for redemption), redeem all, but not some only, of the Notes then outstanding at any time, at their Current Nominal Amount plus (subject to Condition 4.1 (*Cancellation of interest*) any accrued but unpaid interest thereon up to, but excluding, the relevant date of redemption. For the purposes of this Condition 6.5, any further notes issued pursuant to Condition 16 (*Further Issues*) so as to form a single series with the Notes outstanding at that time will be deemed to have been originally issued.

6.6 Purchase

Subject to Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*), the Issuer or any of its Subsidiaries may purchase (or otherwise acquire) Notes (provided that all unmatured Coupons appertaining to the Notes are purchased with the Notes) in any manner and at any price in those circumstances permitted by the Regulatory Capital Requirements. As at the Issue Date the granting of permission by the Supervisory Authority for any redemption or purchase by the Issuer of the Notes prior to the fifth anniversary of the Issue Date is, in accordance with Article 52(1)(i) of the CRR, subject to the Issuer complying with the provisions of Article 78(4) of the CRR.

The Notes so purchased (or otherwise acquired), while held by or on behalf of the Issuer or any of its Subsidiaries, shall not entitle the Noteholder to vote at, or count towards the quorum for, any meetings of the Noteholders. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent for cancellation, together with all relative unmatured Coupons attached to the Notes or surrendered with the Notes.

6.7 Substitution and Variation

6.7.1 Upon the occurrence of a Tax Event, a Capital Disqualification Event, an Alignment Event, or where otherwise required to ensure the effectiveness and enforceability of Condition 19 (*Acknowledgement of Statutory Loss Absorption Powers*), the Issuer (in its sole discretion but

subject to the provisions of Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*)), having given not less than 15 nor more than 60 calendar days' notice to the Noteholders in accordance with Condition 17 (*Notices*), the Agent and the Noteholders Agent (which notice shall be irrevocable, shall specify the relevant details of the manner in which such substitution or, as the case may be, variation shall take effect and where the Noteholders can inspect or obtain copies of the new terms and conditions of the Notes and shall specify the date fixed for substitution or, as the case may be, variation of the Notes), may, without any requirement for the consent or approval of the Noteholders, either (x) substitute all (but not some only) of the Notes for, or (y) vary the terms of all (but not some only) the Notes (including, without limitation, changing the governing law of Condition 19 (*Acknowledgement of Statutory Loss Absorption Powers*)) so that they remain or, as appropriate, become, Compliant 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. Upon the expiry of the notice referred to above, the Issuer shall either vary the terms of the Notes or, as the case may be, substitute the Notes in accordance with this Condition 6.7.1.

6.7.2 In connection with any substitution or variation in accordance with this Condition 6.7, 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.

6.7.3 In this Condition 6.7, "**Compliant Notes**" means securities issued directly by the Issuer that:

(a) other than in respect of the effectiveness and enforceability of Condition 19 (*Acknowledgement of Statutory Loss Absorption Powers*) (including, without limitation, changing its governing law), have terms which are not materially less favourable to holders of the Notes as a class (as reasonably determined by the Issuer), and, subject thereto, which (i) (without prejudice and subject to any change in ranking as contemplated in (iii) below) contain terms which comply with the then current requirements of the Supervisory Authority in relation to Additional Tier 1 Capital; (ii) provide for the same Rate of Interest and Interest Payment Dates from time to time applying to the Notes; (iii) rank at least *pari passu* with the ranking of the Notes at the time of issuance; (iv) preserve any existing rights under these Conditions to any accrued interest or other amounts which have not been either paid or cancelled (but subject always to the right by the Issuer subsequently to cancel such accrued interest in accordance with the terms of the Notes); and (v) preserve the obligations (including the obligations arising from the exercise of any right) of the Issuer as to redemption of the Notes, including (without limitation) as to timing of, and amounts payable upon, such redemption; and

(b) 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, as selected by the Issuer.

6.8 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 redeemed or substituted and cancelled pursuant to this Condition and the Notes purchased pursuant to Condition 6.6 (*Purchase*) and cancelled shall (together with all unmatured Coupons attached thereto or delivered therewith) be forwarded to the Agent and cannot be reissued or resold.

6.9 Conditions to redemption, purchase, substitution and variation

The Notes may only be redeemed, purchased, cancelled, substituted, varied or modified (as applicable) pursuant to Condition 6.2 (*General redemption option*), 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*), 6.4 (*Redemption upon the occurrence of a Tax Event*), 6.5 (*Redemption upon the exercise of the Clean-up Call option*), 6.6 (*Purchase*), 6.7 (*Substitution and variation*), 13 (*Modification*) or 14 (*Substitution of the Issuer*), as the case may be, if:

6.9.1 the Supervisory Authority has given Supervisory Permission (in each case to the extent, and in the manner, required by the Supervisory Authority or the Regulatory Capital Requirements at such time, including, as at the Issue Date, Articles 77(1)(c) and 78 of the CRR);

6.9.2 in the case of redemption pursuant to Condition 6.2 (*General redemption option*), the Current Nominal Amount of each Note at the time of such redemption is equal to its Original Nominal Amount (including as a result of a Write-Up);

6.9.3 in the case of redemption pursuant to Condition 6.2 (*General redemption option*), 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*), 6.4 (*Redemption upon the occurrence of a Tax Event*) or 6.5 (*Redemption upon the exercise of the Clean-up Call option*) or a purchase pursuant to Condition 6.6 (*Purchase*), if and to the extent then required under the Regulatory Capital Requirements, either: (A) the Issuer has replaced the Notes with Own Funds instruments of equal or higher quality at terms that are sustainable for the income capacity of the Issuer; or (B) save in the case of 6.9.4(A) below, the Issuer has demonstrated to the satisfaction of the Supervisory Authority that the Own Funds and eligible liabilities of the Group would, following such redemption or purchase, exceed the capital and eligible liabilities requirements applicable to the Group, as laid down under the Regulatory Capital Requirements, by a margin that the Supervisory Authority considers necessary at such time;

6.9.4 in the case of a redemption pursuant to Condition 6.5 (*Redemption upon the exercise of the Clean-up Call option*) or purchase pursuant to Condition 6.6 (*Purchase*) prior to the fifth anniversary of the Redemption Reference Date, if and to the extent then required under the Regulatory Capital Requirements, either (A) the Issuer has, before or at the same time as such purchase, replaced the Notes with Own Funds instruments of equal or higher quality at terms that are sustainable for the income capacity of the Issuer, and the Supervisory Authority has permitted such action on the basis of the determination that it would be beneficial from a prudential point of view and justified by exceptional circumstances; or (B) the relevant Notes are being purchased for market-making purposes in accordance with the Regulatory Capital Requirements (including (a) Supervisory Permission having been obtained (where required) and (b) the total principal amount of the Notes so purchased not exceeding the predetermined amount permitted from time to time to be purchased for market-making purposes);

6.9.5 in the case of redemption pursuant to Condition 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*) prior to the fifth anniversary of the Redemption Reference Date, if and to the extent then required under the Regulatory Capital Requirements, the Issuer has demonstrated to the satisfaction of the Supervisory Authority that (A) (where such reclassification has not already occurred) the regulatory reclassification of the Notes is sufficiently certain and (B) such exclusion or regulatory reclassification was not reasonably foreseeable by the Issuer as at the Redemption Reference Date;

6.9.6 in the case of redemption pursuant to Condition 6.4 (*Redemption upon the occurrence of a Tax Event*) prior to the fifth anniversary of the Redemption Reference Date, if and to the extent then required under the Regulatory Capital Requirements, the Issuer has demonstrated to the satisfaction of the Supervisory Authority that the change in the applicable tax treatment is material and was not reasonably foreseeable by the Issuer as at the Redemption Reference Date; and

6.9.7 the Issuer complies with any alternative or additional pre-conditions to redemption, purchase, cancellation, substitution, variation or modification, as applicable, set out in the Regulatory Capital Requirements (including any requirements applicable due to the qualification of the Notes at such time (or previously, as the case may be) as Additional Tier 1 Capital).

In addition, if the Issuer has elected to redeem or purchase the Notes pursuant to Condition 6.2 (*General redemption option*), 6.3 (*Redemption upon the occurrence of a Capital Disqualification Event*), 6.4 (*Redemption upon the occurrence of a Tax Event*), 6.5 (*Redemption upon the exercise of the Clean-up Call option*) or 6.6 (*Purchase*) and:

(a) the Solvency Condition is not satisfied in respect of the relevant payment on the date scheduled for redemption or purchase; or

(b) prior to the relevant redemption or purchase date a Trigger Event occurs,

the relevant redemption notice shall be automatically rescinded and shall be of no force and effect or, as the case may be, the relevant purchase will not be completed and, in either case, the Current Nominal Amount of the Notes will not be due and payable. The Issuer shall give notice thereof to the Noteholders in accordance with Condition 17 (*Notices*), and to the Agent and the Noteholders Agent, as soon as

possible following any such automatic rescission of a redemption notice. Further, no notice of redemption, substitution or variation shall be given in the period following the occurrence of a Trigger Event and prior to the relevant Write-Down Date (and any purported such notice shall be ineffective).

Any refusal by the Supervisory Authority to grant its permission to any such redemption, purchase, substitution, variation or modification (as the case may be) pursuant to this Condition 6.9 will not constitute an Event of Default (as defined below) under the Notes.

7 PAYMENTS

7.1 Method of Payment

Payments of principal and interest in respect of each Note will be made against presentation and surrender (or, in the case of part payment only, endorsement) of the Note except that payments of interest due on an Interest Payment Date will be made against presentation and surrender (or, in the case of part payment only, endorsement) of the relevant Coupon, in each case at the Specified Office outside the United States of any of the Paying Agents.

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.

Each Note should be presented for payment together with all relative unmatured Coupons (which expression shall, for the avoidance of doubt, include Coupons falling to be issued on exchange of matured Talons). Upon the date on which any Note becomes due and repayable, all unmatured Coupons appertaining to the Note (whether or not attached) shall become void and no payment shall be made in respect of such Coupons.

On and after the Interest Payment Date on which the final Coupon comprised in any Coupon sheet matures, the Talon comprised in the Coupon sheet may be surrendered at the Specified Office of any Paying Agent in exchange for a further Coupon sheet (including any appropriate further Talon), subject to the provisions of Condition 9 (*Prescription*). Each Talon shall, for the purposes of these Conditions, be deemed to mature on the Interest Payment Date on which the final Coupon comprised in the relative Coupon sheet matures.

7.2 Payments subject to fiscal laws

All payments in respect of the Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in any jurisdiction, but without prejudice to the provisions of Condition 8 (*Taxation*) 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.

7.3 Payments on Payment Business Days

If the due date for payment of any amount in respect of any Note or Coupon is not a Payment Business Day, the Noteholder shall not be entitled to payment of the amount due until the next succeeding Payment Business Day and shall not be entitled to any further interest or other payment in respect of any such delay.

7.4 Agents

The initial Agents and their initial Specified Offices are listed in the Agency Agreement. The Issuer reserves the right at any time to vary or terminate the appointment of the Agents and to appoint additional or other agents provided that it will:

7.4.1 at all times maintain an Agent;

7.4.2 so long as the Notes are listed on any stock exchange or admitted to listing by any other relevant authority, 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 other relevant authority;

7.4.3 whenever a function expressed in these Conditions to be performed by the Agent Bank falls to be performed, appoint and (for so long as such function is required to be performed) maintain an Agent Bank; and

7.4.4 at all times maintain a Paying Agent in a jurisdiction within Europe, other than the jurisdiction in which the Issuer is incorporated.

Notice of any change in the identities or Specified Offices of any Agent shall promptly be given by the Issuer to the Noteholders in accordance with Condition 17 (*Notices*).

8 TAXATION

All payments in respect of the Notes or 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 ("**Additional Amounts**"); except that no such Additional Amounts shall be payable in respect of any Note:

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

(b) 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

(c) 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

(d) presented for payment by or on behalf of a Noteholder or Couponholder 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 17 (*Notices*).

If the Issuer becomes subject at any time to any taxing jurisdiction other than or in addition to the Hellenic Republic, by reason of the Issuer having its tax residence or similar connection with such other jurisdiction, references in these Conditions to the Hellenic Republic shall be construed as references to the Hellenic Republic and/or such other jurisdiction.

References in these Conditions (including, without limitation, for the purposes of cancellation pursuant to Condition 4.1 (*Cancellation of interest*)) to interest shall be deemed to include any Additional Amounts which may be payable under this Condition 8.

9 PRESCRIPTION

Notes and Coupons (which for this purpose shall not include Talons) will become void unless presented for payment within periods of 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date in respect of the Notes or, as the case may be, the Coupons, subject to the provisions of Condition 7 (*Payments*). There shall not be included in any Coupon sheet issued upon exchange of a Talon any Coupon which would be void upon issue under this Condition 9 or Condition 7 (*Payments)*.

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 ENFORCEMENT

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

11.1.1 If default is made in the payment of principal 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.

11.1.2 If, otherwise than for the purposes of a reconstruction or amalgamation on terms previously approved by Extraordinary Resolution of the Noteholders, the Issuer is subject to a Winding-Up, 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 the amount described in Condition 3 (*Winding-Up*) unless such Event of Default shall have been remedied prior to receipt of such notice by the Issuer.

11.2 Following the occurrence of an Event of Default, no payments will be made to the Noteholders before all amounts due, but unpaid, to all Senior Creditors have been paid by the Issuer, as ascertained by the liquidator, special liquidator or other relevant insolvency official of the Issuer (as the case may be and to the extent applicable).

11.3 Without prejudice to Condition 11.1 above, any Noteholder or Couponholder may, at its discretion and without further notice, institute such proceedings against the Issuer as it may think fit to enforce any obligation, condition or provision binding on the Issuer under the Notes, provided that the Issuer shall not by virtue of the institution of any proceedings be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it.

11.4 No remedy against the Issuer other than as specifically provided by this Condition shall be available to the holders of the Notes or Coupons, whether for the recovery of amounts owing in respect of the Notes or Coupons or in respect of any breach by the Issuer of any of its obligations under the Notes or Coupons or otherwise.

11.5 For the avoidance of doubt, the non-payment by the Issuer in accordance with these Conditions of any amount due and payable under the Notes, including an election by the Issuer in accordance with Condition 4.1 (*Cancellation of interest*) to cancel (in whole or in part) the interest otherwise scheduled to be paid on an Interest Payment Date, or the taking of any crisis prevention measure or crisis management measure in relation to the Issuer in accordance with the BRRD or of any resolution proceeding(s) or moratoria imposed by a resolution authority in respect of the Issuer, is not an Event of Default.

12 MEETINGS OF NOTEHOLDERS

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 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 4.8, 6.7 and 14.1.5 in connection with the variation of the terms of the Notes in accordance with such Conditions.

Any amendment to these Conditions pursuant to this Condition 12, Condition 13 (*Modification*) or Condition 14 (*Substitution of the Issuer*) is subject to the Issuer obtaining Supervisory Permission therefor (provided at the relevant time such permission is required to be given).

Notwithstanding the above and the provisions of the Agency Agreement, the Noteholders Agency Agreement 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.

13 MODIFICATION

Subject to the Issuer obtaining Supervisory Permission therefor (provided at the relevant time such permission is required to be given), the Issuer and the Agent may agree, without the consent of the Noteholders or the 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 17 (*Notices*) as soon as practicable thereafter.

14 SUBSTITUTION OF THE ISSUER

14.1 The Issuer may, without the consent of any Noteholder or Couponholder, substitute for itself any other body corporate incorporated in any country in the world which is 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 17 (*Notices*), provided that:

14.1.1 the Issuer is not in default in respect of any amount payable under the Notes;

14.1.2 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 these 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 14);

14.1.3 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 8 (*Taxation*), 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 14.1.2)) and (b) the substitution of references to the Former Residence with references to both the New Residence and the Former Residence;

14.1.4 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;

14.1.5 the Documents may (at the option of the Issuer and the Substituted Debtor) contain such amendments to these Conditions that the Issuer and the Substituted Debtor may (in their sole discretion) determine are necessary solely for the purposes of ensuring that the Notes would have been eligible to count as Additional Tier 1 Capital of the Issuer on a solo basis as well as the Group on a consolidated basis in accordance with the Regulatory Capital Requirements as at the Issue Date (assuming for such purposes that the Issuer had a solo capital requirement on the Issue Date). Such amendments may include (without limitation) amendments to: (i) the operation of the Write-Down and Write-Up provisions in Condition 5 (*Write Down and Write Up of Principal Amount*), such that the Common Equity Tier 1 Ratio of the Substituted Debtor on a solo basis is taken into account for the purposes of determining whether a Trigger Event has occurred and for determining the applicable Write-Down Amount and such that the unconsolidated net profit after tax of the Substituted Debtor is taken into account for the purposes of calculating the Maximum Write-Up Amount (provided always that the additional Trigger Event shall be set at the lowest level permitted by the Regulatory Capital Requirements at the Issue Date, being 5.125 per cent.); (ii) the definition and provisions relating to the Maximum Distributable Amount such that any applicable maximum distributable amount relating to the Substituted Debtor on a solo basis is taken into account; and (iii) (notwithstanding

that such change is not strictly necessary for ensuring that the Notes would have counted as Additional Tier 1 Capital for the Issuer as described above) the definition of "Capital Disqualification Event" such that the reference to "the Group" is amended to refer to "the Issuer and the Group";

14.1.6 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 14 (other than as set out in Condition 14.1.5) and that the Notes and any related Coupons are legal, valid and binding obligations of the Substituted Debtor;

14.1.7 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;

14.1.8 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

14.1.9 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.

14.2 Any substitution pursuant to Condition 14.1 will be subject to Condition 6.9 (*Conditions to redemption, purchase, substitution and variation*).

14.3 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.

14.4 After a substitution pursuant to Condition 14.1 the Substituted Debtor may, without the consent of any Noteholder or Couponholder, effect a further substitution. All the provisions specified in Conditions 14.1, 14.2 and 14.3 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.

14.5 After a substitution pursuant to Condition 14.1 or 14.4 any Substituted Debtor may, without the consent of any Noteholder or Couponholder, reverse the substitution (and any changes made pursuant to Condition 14.1.5), *mutatis mutandis*.

14.6 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).

14.7 For the purpose of this Condition 14, references to:

14.7.1 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

14.7.2 a "**Successor in Business**" shall mean any company (the "**successor entity**") 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, provided that (in either case) in assessing the "whole or substantially the whole" of the property, assets and business of the Issuer no account shall be taken of any shares in the successor entity held by the Issuer.

15 NOTEHOLDERS AGENT

The Issuer is entitled to vary or terminate the appointment of the Noteholders Agent, **provided that** there will at all times be a Noteholders Agent if so required by the Greek Bond Laws.

Subject as provided in Condition 12 (*Meetings of Noteholders*), 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.

16 FURTHER ISSUES

The Issuer may from time to time, without the consent of the Noteholders or Couponholders but subject to Supervisory Permission if such Notes are to be included in the Issuer's Tier 1 Capital, create and issue further Notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest, if any, on them, the date from which interest starts to accrue and/or the issue price thereof) so as to form a single series with the Notes.

17 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.luxse.com.

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 also 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.

18 GOVERNING LAW, SUBMISSION TO JURISDICTION AND RIGHTS OF THIRD PARTIES

18.1 Governing law

The Agency Agreement, the Notes, the Coupons and any non-contractual obligations arising out of or in connection with them are governed by, and will be construed in accordance with, English law except that Conditions 2.1 (*Status*), 2.3 (*Set-Off*), 3 (*Winding-Up*), 15 (*Noteholders Agent*) and 19 (*Acknowledgement of Statutory Loss Absorption Powers*) are governed by and shall be construed in accordance with Greek law.

18.2 Submission to jurisdiction

The Issuer irrevocably agrees, for the exclusive benefit of the Noteholders and the Couponholders, 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, the Notes and the Coupons (including any suit, action, proceedings or dispute relating to any non-contractual

obligation arising out of or in connection with the Agency Agreement, the Notes and the Coupons) (together "**Proceedings**") and, for such purpose, irrevocably submits to the jurisdiction of such courts.

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 18 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.

18.3 Service of Process

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.

18.4 Rights of Third Parties

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

19 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 19 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 of the amount of interest 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 17 (*Notices*). 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 19.

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.

20 DEFINITIONS

In these Conditions the following expressions have the following meanings:

"**30/360**" means the number of days in the relevant period (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360;

"**5-year Mid-Swap Rate**" means, in relation to a Reset Period and the Reset Determination Date in relation to such Reset Period:

(a) the annual mid-swap rate with a term of 5 years which appears on the Screen Page as of 11.00 am (Central European time) on such Reset Determination Date; or

(b) if such rate does not appear on the Screen Page at such time on such Reset Determination Date, the Reset Reference Bank Rate on such Reset Determination Date;

"**5-year Mid-Swap Rate Quotations**" means the arithmetic mean of the bid and ask rates for the annual fixed leg (calculated on a 30/360 day count basis) of a fixed-for-floating Euro interest rate swap which:

(a) has a term of 5 years commencing on the relevant Reset Date;

(b) is in an amount that is representative of a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market; and

(c) has a floating leg based on 6-month Euribor (calculated on an Actual/360 day count basis);

"**Actual/360**" means the actual number of days in the relevant period divided by 360;

"**Additional Amounts**" has the meaning given to such term in Condition 8 (*Taxation*);

"**Additional Tier 1 Capital**" has the meaning, at any time, given to such term (or any other equivalent or successor term) in the Regulatory Capital Requirements at such time;

"**Additional Tier 1 Instruments**" has the meaning given to it in Article 52 of CRR;

"**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;

"**Agency Agreement**" has the meaning given to such term in the preamble to these Conditions;

An "**Alignment Event**" will be deemed to have occurred if, as a result of a change in or amendment to the Regulatory Capital Requirements or interpretation thereof, at any time after the Issue Date, the Issuer would be able to issue a capital instrument qualifying as Additional Tier 1 Capital that (i) contains one or more provisions that are, in the reasonable opinion of the Issuer, different in any material respect from those contained in these Conditions or (ii) excludes one or more provisions in these Conditions.

"**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 relevant 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;

"**Amounts Due**" means the principal amount, together with (subject to Condition 4.1 (*Cancellation of interest*)) any accrued but unpaid interest, and any additional amounts referred to in Condition 8 (*Taxation*), 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;

"**Assets**" means the unconsolidated gross assets of the Issuer, as shown in its latest published audited balance sheet, but adjusted for subsequent events in such manner as the Directors of the Issuer may determine;

"**Available Distributable Items**" has the meaning assigned to the term "distributable items" in CRR, as interpreted and applied in accordance with the Regulatory Capital Requirements, but amended so that for so long as there is any reference therein to "before distributions to holders of own funds instruments" it shall be read as a reference to "before distributions to holders of own funds instruments other than holders of Tier 2 Instruments";

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

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

(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);

(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;

(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);

(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);

(f) it has or will become unlawful for the Issuer, the Agent Bank 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 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, no longer be representative or may, on or before a specified date, no longer be used and (2) the date falling six months prior to the specified date referred to in (g)(1);

"**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 as may be further amended or replaced from time to time and, as the context permits, any provision of Greek law, including Greek Law 4335/2015, transposing or implementing such Directive (as it is amended or replaced from time to time);

"**Business Day**" means a day which 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 London and Athens and (ii) a TARGET Settlement Day;

"**Calculation Amount**" means €1,000;

"**Capital Disqualification Event**" shall be deemed to have occurred if there has been, or there will be, a change in the regulatory classification of the Notes, which becomes effective on or after the Redemption Reference Date, that results, or would be likely to result, in the whole or any part of the Current Nominal Amount of the Notes being excluded (in whole or in part) from, or ceasing to count towards, the Tier 1 Capital of the Group (other than by reason of a partial exclusion of the Notes as a result of a Write-Down in part, by reason of any applicable limit on the amount of Additional Tier 1 Capital or as a result of a change in the regulatory assessment of the tax effects of a Write-Down);

"**Common Equity Tier 1 Capital**", at any time, means the sum of all amounts that constitute common equity tier 1 capital (as that term is used in the Regulatory Capital Requirements) of the Group less any deductions from common equity tier 1 capital required to be made as of such time and as calculated by the Issuer in accordance with the Regulatory Capital Requirements and taking into account any transitional provisions under the Regulatory Capital Requirements which are applicable at such time;

"**Common Equity Tier 1 Ratio**" means the ratio of the Common Equity Tier 1 Capital of the Group as of any date of calculation to the Risk Weighted Assets of the Group as at the same date calculated on a consolidated basis and expressed as a percentage and calculated by the Issuer in accordance with the Regulatory Capital Requirements;

"**Compliant Notes**" has the meaning given to such term in Condition 6.7 (*Substitution and Variation*);

"**Conditions**" has the meaning given to such term in the preamble to these Conditions;

"**Consolidated Net Income**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Coupon**" has the meaning given to such term in the preamble to these Conditions;

"**Couponholders**" has the meaning given to such term in the preamble to these Conditions;

"**CRD IV**" means Directive 2013/36/EU of the European Parliament and of the Council on the access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms dated 26 June 2013, as amended or replaced from time to time (including without limitation by CRD V) and, as the context permits, any provision of Greek law, including Greek Law 4261/2014, transposing or implementing such Directive (as it is amended or replaced from time to time);

"**CRD IV Supplementing Regulation**" means the Commission Delegated Regulation (EU No. 241/2014) of 7 January 2014 supplementing the CRR, as amended or replaced from time to time;

"**CRD V**" means Directive 2019/878/EU of the European Parliament and of the Council of 20 May 2019 amending CRD IV, as it is amended or replaced from time to time;

"**CRR**" means Regulation (EU) No. 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms dated 26 June 2013, as amended or replaced from time to time (including without limitation by Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019);

"**Current Nominal Amount**" in respect of a Note on any date, means (x) on the Issue Date, the Original Nominal Amount and (y) thereafter, the Original Nominal Amount as adjusted (if applicable) from time to time (on one or more occasions) pursuant to a Write-Down and/or a Write-Up in accordance with Condition 5.4 (*Reinstatement of principal amount*) and/or as otherwise required by the Regulatory Capital Requirements;

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest in accordance with Condition 4 (*Interest*), 'Actual/Actual (ICMA)', which means:

(a) where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Issue Date) to (but excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (I) the number of days in such Determination Period and (II) two; or

(b) where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:

(i) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) two; and

(ii) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) two;

"**Determination Date**" means 10 March and 10 September in each year;

"**Determination Period**" means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Issue Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date);

"**Event of Default**" has the meaning given to such term in Condition 11 (*Enforcement*);

"**Extraordinary Resolution**" has the meaning given to such term in the Agency Agreement;

"**Financial Year**" means the financial year of the Issuer (being the one-year period in respect of which it prepares annual audited financial statements) from time to time, which as at the Issue Date runs from (and including) 1 January in one calendar year to (but excluding) the same date in the immediately following calendar year;

"**First Call Date**" means 10 June 2030;

"**First Reset Date**" has the meaning given to such term in Condition 4.2 (*Rate of Interest*);

"**Full Loss Absorbing Instruments**" has the meaning given to such term in Condition 5.2 (*Loss Absorbing Instruments and Full Loss Absorbing Instruments*);

"**Greek Bond Laws**" has the meaning given to such term in the preamble to these Conditions;

"**Group**" means, at any time, the prudential consolidation group comprising the Issuer pursuant to Chapter 2 of Part One of the CRR;

"**holder**" has the meaning given to such term in the preamble to these Conditions;

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

"**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;

"**Initial Rate of Interest**" has the meaning given to such term in Condition 4.2 (*Rate of Interest*);

"**Interest Payment Date**" has the meaning given to such term in Condition 4.2 (*Rate of Interest*);

"**Interest Period**" has the meaning given to such term in Condition 4.2 (*Rate of Interest*);

"**Issue Date**" means 10 September 2024;

"**Issuer**" has the meaning given to it in the preamble to these Conditions;

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

"**Liabilities**" means the unconsolidated gross liabilities of the Issuer, as shown in its latest published audited balance sheet, adjusted for contingent liabilities and for subsequent events in such manner as the Directors of the Issuer may determine;

"**Loss Absorbing Instrument**" means, at any time, any capital instrument or other obligation (other than the Notes) issued directly or indirectly by the Issuer or any member of the Group which constitutes Additional Tier 1 Capital and which includes a principal loss absorption mechanism that is capable of generating Common Equity Tier 1 Capital and that is activated by a trigger event set by reference to the Common Equity Tier 1 Ratio;

"**Margin**" means 5.178 per cent.;

"**Maximum Distributable Amount**" has the meaning given to such term in Condition 4.1 (*Cancellation of Interest*);

"**Maximum Write-Up Amount**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Member State**" means a member state of the European Union;

"**Notes**" has the meaning given to such term in the preamble to these Conditions;

"**Noteholders**" has the meaning given to such term in the preamble to these Conditions;

"**Ordinary Shares**" means the ordinary shares of the Issuer;

"**Original Nominal Amount**" means, in respect of a Note, the principal amount of such Note as at the Issue Date;

"**Original Reference Rate**" means the 5-year Mid-Swap Rate (or any component part thereof) (provided that if, following one or more Benchmark Events, the 5-year Mid-Swap 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);

"**Own Funds**" has the meaning, at any time, given to such term (or any other equivalent or successor term) in the CRR at such time;

"**Paying Agent**" means each entity appointed as a paying agent from time pursuant to the Agency Agreement;

"**Payment Business Day**" means (subject to Condition 9 (*Prescription*)) (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 TARGET Settlement Day;

"**Person**" means any individual, company, corporation, firm, partnership, joint venture, association, organisation, state or agency of a state or other entity, whether or not having separate legal personality;

"**Proceedings**" has the meaning given to such term in Condition 18.2 (*Submission to jurisdiction*);

"**Rate of Interest**" means the Initial Rate of Interest and/or the applicable Reset Rate of Interest, as the case may be;

"**Redemption Reference Date**" means the later of (i) the Issue Date and (ii) the latest date (if any) on which any further Notes have been issued pursuant to Condition 16 (*Further Issues*);

"**Reference Date**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Regulatory Capital Requirements**" means, at any time, any requirement contained in the law, regulations, requirements, guidelines and policies relating to capital adequacy and/or prudential (including resolution) supervision then in effect and applicable to the Issuer and/or the Group including (without limitation to the generality of the foregoing) those laws, regulations, requirements, guidelines and policies of the Hellenic Republic and/or of the Supervisory Authority and any applicable regulation, directive or other binding rules, standards or decisions adopted by the institutions of the European Union (including, without limitation and for so long as the same continue to apply to the Issuer and/or the Group, BRRD, CRD IV, the CRD IV Supplementing Regulation and the CRR);

"**Relevant Date**" has the meaning given to such term in Condition 8 (*Taxation*);

"**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 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 Statutory Loss Absorption Power from time to time;

"**Reset Date**" means the First Reset Date and every date which falls five, or a multiple of five, years following the First Reset Date;

"**Reset Determination Date**" means, in relation to a Reset Period, the day falling two TARGET Settlement Days prior to the Reset Date on which such Reset Period commences;

"**Reset Period**" means the period from (and including) the First Reset Date to (but excluding) the next Reset Date, and each successive period from (and including) a Reset Date to (but excluding) the next succeeding Reset Date;

"**Reset Rate of Interest**" means, in relation to a Reset Period, the sum of: (i) the 5-year Mid-Swap Rate in relation to that Reset Period (rounded to 4 decimal places, with 0.00005 rounded down); and (ii) the Margin, with such sum converted from an annual to a semi-annual basis by the Issuer in conjunction with a leading financial institution selected by it;

"**Reset Reference Bank Rate**" means, in relation to a Reset Period and the Reset Determination Date in relation to such Reset Period, the rate expressed as a percentage rate per annum and rounded, if necessary, to 4 decimal places (0.00005 per cent. being rounded downwards) determined on the basis of the 5-year Mid-Swap Rate Quotations requested by the Issuer and provided by the Reset Reference Banks to the Issuer at approximately 11.00 am (Central European time) on such Reset Determination Date (and the Issuer shall provide such quotations to the Agent Bank promptly thereafter). If at least four quotations are provided, the Reset Reference Bank Rate will be the arithmetic mean (rounded as aforesaid) of the quotations provided, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If only two or three quotations are provided, the Reset Reference Bank Rate will be the arithmetic mean of the quotations provided. If fewer than two quotations are provided, the Reset Reference Bank Rate for the relevant Reset Period will be (i) that determined as at the last preceding Reset Determination Date or (ii) if there is no such preceding Reset Determination Date, 2.466 per cent.;

"**Reset Reference Banks**" means five major banks in the swap, money, securities or other market most closely connected with the Original Reference Rate, selected by the Issuer (excluding the Agent Bank or any of its affiliates) in its discretion;

"**Risk Weighted Assets**" means, at any time, the aggregate amount of the risk weighted assets of the Group on a consolidated basis as at such time, as calculated by the Issuer in accordance with the Regulatory Capital Requirements and taking into account any transitional arrangements under the Regulatory Capital Requirements which are applicable at such time;

"**Screen Page**" means Reuters screen "ICESWAP2" or such replacement page on that service which displays the information or, as the case may be, such page on such other information service that displays rates comparable to the 5-year Mid-Swap Rate, all as determined by the Agent Bank;

"**Senior Creditors**" means (a) creditors of the Issuer who are unsubordinated creditors of the Issuer, including, without limitation, claims against the Issuer under its senior debt instruments and claims in respect of unsubordinated and unsecured obligations which meet the requirements of Article 145A paragraph 1(ι) (formerly paragraph 1.a introduced by virtue of Greek Law 4583/2018) of Greek Law 4261/2014; (b) creditors or members of the Issuer whose claims pursuant to their terms or mandatory provisions of law constitute, or would but for any applicable limitation on the amount of such capital constitute, Tier 2 Capital of the Issuer; (c) creditors of the Issuer under other instruments which pursuant to their terms or mandatory provisions of law rank *pari passu* with, or senior to, Tier 2 Instruments unless already captured in (a) or (b); and (d) any other creditors or members of the Issuer whose claims are, or are expressed to be, subordinated to the claims of other creditors of the Issuer (other than those whose claims are in respect of obligations which constitute, or would but for any applicable limitation on the amount of such capital, constitute, Tier 1 Capital of the Issuer or whose claims rank or are expressed to rank *pari passu* with, or junior to, the claims of the Noteholders in respect of the Notes);

"**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;

"**Solvency Condition**" has the meaning given to such term in Condition 2.2 (*Solvency Condition*);

"**Specified Office**" has the meaning given to such term in the Agency Agreement;

"**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 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, including any institution or holding company under paragraphs (b)-(d) of Article 1(1) of BRRD, 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;

"**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;

"**Supervisory Authority**" means the European Central Bank and any successor thereto or replacement thereof, or such other authority having primary responsibility for the prudential (including resolution) oversight and supervision of the Issuer and/or the Group for the purposes of CRD IV and CRR;

"**Supervisory Permission**" means, in relation to any action, such supervisory permission (or, as appropriate, waiver) as is required therefor under the then prevailing Regulatory Capital Requirements (if any);

"**Talons**" has the meaning given to such term in the preamble to these Conditions;

"**TARGET Settlement Day**" means any day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer System or any successor or replacement for that system (**T2**) is open;

"**Tax Event**" means that, as a result of any change in, or amendment to, the laws or regulations of the Hellenic Republic or any political subdivision thereof or any authority or agency therein having power to tax, or any change in the application or official interpretation or administration of such laws or regulations, which amendment or change becomes effective on or after the Redemption Reference Date:

(a) the Issuer would be obliged to pay Additional Amounts as provided or referred to in Condition 8 (*Taxation*); or

(b) the Issuer is or will no longer be entitled to claim a deduction in computing its taxable profits and losses in respect of interest payable on the Notes, or such deduction is or would be reduced or deferred.

For the avoidance of doubt, changes in the assessment of the Supervisory Authority regarding tax effects of a Write-Down are not considered as a Tax Event;

"**Tier 1 Capital**" has the meaning, at any time, given to such term (or any other equivalent or successor term) in the Regulatory Capital Requirements at such time;

"**Tier 2 Capital**" has the meaning, at any time, given to such term (or any other equivalent or successor term) in the Regulatory Capital Requirements at such time;

"**Tier 2 Instruments**" has the meaning given to it in Article 63 of CRR;

"**Trigger Event**" has the meaning given to such term in Condition 5.1 (*Loss absorption*);

"**Winding-Up**" means an order is made for the dissolution and liquidation, special liquidation (in the sense of Articles 153 and/or 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) of the Issuer;

"**Write-Down**" has the meaning given to such term in Condition 5.1 (*Loss absorption*);

"**Write-Down Amount**" has the meaning given to such term in Condition 5.1 (*Loss absorption*);

"**Write-Down Date**" has the meaning given to such term in Condition 5.1 (*Loss absorption*);

"**Write-Down Notice**" has the meaning given to such term in Condition 5.1 (*Loss absorption*);

"**Write-Up**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Write-Up Date**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Write-Up Notice**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Write Up**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Written Up**" has the meaning given to such term in Condition 5.4 (*Reinstatement of principal amount*);

"**Written Down**" has the meaning given to such term in Condition 5.1 (*Loss absorption*); and

"**Written Down Additional Tier 1 Instrument**" means a Loss Absorbing Instrument (other than the Notes) that, as at the time immediately prior to the relevant Write-Up, has a current nominal amount lower than the principal amount that it was issued with due to a write-down and that has terms permitting a principal write-up to occur on a basis similar to that set out in Condition 5.4 (*Reinstatement of principal amount*) in the circumstances existing on the date of the relevant Write-Up.

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.

FORM AND EXCHANGE

The Notes will be in bearer form and will be initially represented by a Temporary Global Note without interest coupons or a talon for further 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 U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. 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 or a talon for further 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 and a talon for further 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 17 (*Notices*) 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 and Talons 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 €200,000 and integral multiples of €1,000 in excess thereof up to and including €399,000 each with Coupons and a Talon 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 or any of its 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, interest coupons and talons:

"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, interest coupons or talons 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 interest coupons or talons.

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 11 (*Enforcement*)) 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.

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.

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 17 (*Notices*) 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 same 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 is 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.

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 8 (*Taxation*)).

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.

LOSS ABSORPTION AND CANCELLATION OF INTEREST PAYMENTS

On each occasion on which: (i) any interest payments on Notes represented by a Temporary Global Note or by a Permanent Global Note are cancelled in accordance with Conditions 2.2, 4.1 or 5.1; or (ii) the Current Nominal Amount of the Notes represented by the relevant Temporary Global Note or Permanent Global Note is subject to a Write-Down or Write-Up under Condition 5, the Issuer shall procure that details of the cancellation of interest payment, Write-Down or Write-Up, including the resulting principal amount of the relevant Temporary Global Note or Permanent Global Note, as appropriate, shall be entered *pro rata* in the records of Euroclear and/or Clearstream, Luxembourg. Any such Write-Down or Write-Up shall be treated on a *pro rata* basis which, for the avoidance of doubt, shall be effected in Euroclear and/or Clearstream, Luxembourg in accordance with their operating procedures as a decrease or, as the case may be, an increase in the relevant pool factor.

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.

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.

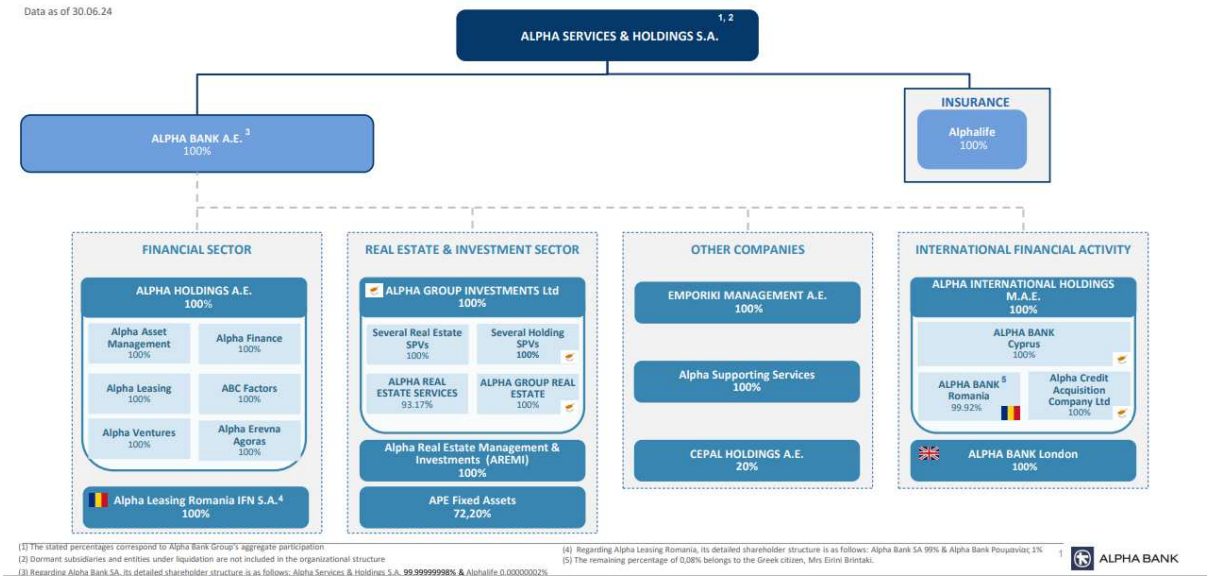
USE OF PROCEEDS

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 capital base and capital adequacy ratios.

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 and Romania). 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), and Luxembourg. Following the Hive Down (as described below), the Bank is the operating company of the Group and its principal bank. The Bank is a 100 per cent. directly owned subsidiary of Alpha Holdings. On 23 October 2023 Alpha Holdings announced that it had signed a binding term-sheet for the creation of a strategic partnership in Romania and Greece with UniCredit. On 15 July 2024, Alpha Holdings announced that its wholly-owned subsidiary AIH had entered into a definitive agreement with UniCredit on 12 July 2024 regarding the sale of 90.1 per cent. of Alpha Bank Romania to UniCredit. The sale will be followed by the merger of the parties' Romanian subsidiaries, and forms part of the strategic partnership announced on 23 October 2023 between Alpha Holdings and UniCredit. As per the terms and conditions of the transaction, UniCredit will acquire from AIH 90.1 per cent. of the share capital of Alpha Bank Romania in consideration of (i) 9.9 per cent. of the share capital of UniCredit Romania and (ii) €256 million in cash. Upon completion of the transaction, which is subject to all applicable regulatory approvals and consents, AIH will own 9.9 per cent. of Alpha Bank Romania and 9.9 per cent. of UniCredit Romania. The transaction, which is expected to be capital ratio accretive for the Bank by around 100 basis points, is expected to be completed by the end of 2024. After completion of the transaction, Alpha Bank Romania shall be merged with UniCredit Romania forming a combined banking entity in which AIH shall hold a 9.9 per cent. stake.

A structure chart explaining the organisational structure of the Group as of the date of this Offering Circular is set out below:



The Group has a strong market share in each of its domestic lines of business (retail banking, wholesale banking, asset management 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 digital 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.

Following the strategic partnership of the Group with UniCredit the transactions relating to Alpha Bank Romania and Alpha Life Insurance Company in 2023 and the results arising from these subsidiaries are characterised as discontinued operations and are presented aggregated in a separate line of the income statement and of the statement of comprehensive income and accordingly the comparative period has been restated. The figures for discontinued operations also include the results of the subsidiaries Alpha Insurance Brokers S.R.L. and Alpha Leasing Romania. Although the two subsidiaries will not be transferred to UniCredit, in the context of Project Unicorn, the Group is committed not to engage in any banking, financial, asset management or insurance businesses in Romania and taking into consideration the fact that the Group has already started seeking alternative investors, Alpha Leasing Romania and Insurance Brokers, a wholly-owned subsidiary of Alpha Leasing Romania, continue to be classified as held for sale and more specifically as a new distinct disposal group, with their results presented as discontinued operations.

As at 30 June 2024, the Group's total assets increased by €1.1 billion or 1.5 per cent. compared to 31 December 2023, amounting to €74.7 billion.

Due to customers amounted to €48.2 billion, a decrease of €259 million or 0.5 per cent. compared to 31 December 23. Debt securities in issue and other borrowed funds increased compared to 31 December 2023 at €3.4 billion as under the Group's EMTN programme, during the first half of 2024, the Bank issued a new preferred Senior Note of nominal value €400 million and Alpha Holdings issued a new subordinated bond with a nominal amount of €500 million, whilst repaying early a subordinated instrument issued in 2020 of nominal value €369 million. On 27 March 2024, the Bank repaid €1 billion of TLTRO funding and increased its borrowings from other banks through repurchase agreements of securities by €1.4 billion.

Loans and advances to customers decreased slightly by €336 million compared to 31 December 2023 at €35.8 billion, resulting in a loan-to-deposit ratio of 74 per cent. (31 December 2023: 75 per cent.). Part of the above decrease is driven by the classification as assets classified as held for sale of the loan portfolios of Project Gaia II (which includes mainly non-performing collateralised retail loans) and a Cypriot portfolio of NPLs.

As at 30 June 2024, the balance of investment securities stood at €17.2 billion (31 December 2023: €16 billion) representing an increase of 7 per cent. The acquisition predominantly of higher yielding high quality liquid asset (HQLA) securities supports the Group's profitability and liquidity metrics.

Following the changes in its funding mix and the investment in securities, cash and balances at central banks remained stable at €4.2 billion (31 December 2023: €4.2 billion).

The Group's total equity amounted to €7.6 billion as at 30 June 2024, increased by €283 million compared to 31 December 2023, mainly due to the results of the period less the dividend coupon payment for the outstanding Additional Tier 1 instruments. The total capital adequacy ratio of the Group stood at 19 per cent., increased compared to 31 December 2023 (18.8 per cent.), allowing the Group to operate well above its capital requirements by 30 June 2024. It is noted that Group's capital ratios already include an accrued dividend for 2024 results according to its distribution policy. Excluding the provision for dividends, capital ratios increase by around 37 basis points and the total capital ratio would stand at 19.4 per cent.

Regarding the results of the six month period ending 30 June 2024, the Group's net profits after income tax amounted to €322 million (30 June 2023: €303 million), mainly affected by the growth in net interest income of €50 million compared to the same period last year. Below are the main drivers for the results of the first six months of 2024:

- Net interest income stood at €829 million (30 June 2023: €779 million), representing an increase of 6 per cent. versus the comparative period. The increase is mainly attributed to the increase of interest rates on

loan and bond portfolios and a larger portfolio of securities following acquisitions which is partially offset by the increased wholesale funding cost and the gradual increase in term deposit interest rates.

- Net fee and commission income for the period was €197 million (30 June 2023: €173 million) showing an increase of 14 per cent., attributed mainly due to increased commissions for issuing corporate bond loans and increased fees from assets under management and mutual funds.

- Gain less losses on derecognition of financial transactions measured at amortised cost for the period was €29 million (30 June 2023: €1 million loss) and relates mainly to the sale of government bonds.

- Gains less losses on financial transactions for the period amounted to a profit of €20 million (30 June 2023: gains of €30 million), representing a decrease of 33 per cent. Gains are mainly due to foreign exchange differences and valuation of bonds and other securities at fair value through profit and loss. The amount for 2024 includes €10 million losses due to the cash tender offer on Alpha Holdings' €500,000,000 Tier 2 notes callable in February 2025, at a purchase price of 99.75 per cent., which attracted 73.7 per cent. participation.

- Other income for the period ended 30 June 2024 was €20 million (30 June 2023: €20 million).

- Operating expenses for the period amounted to €418 million (30 June 2023: €421 million) and are analysed as follows:

    - staff costs of €182 million (30 June 2023: €165 million) increased by €17 million mainly due to wage inflation, higher talent rewards and higher variable remuneration programmes.

    - general and administrative expenses of €152 million (30 June 2023: €182 million) decreased mainly as a result of no contributions required to resolution funds recognised in 2024.

    - depreciation and amortisation of €84 million (30 June 2023: €75 million) increased due to IT additions in 2023 supporting digital transformation.

- Impairment losses and provisions to cover credit risk and related expenses amounted to €211 million (30 June 2023: €163 million), representing a 29 per cent. increase compared to the six-month period of 2023, and include impairment losses of €142 million for the new NPE loan portfolios classified as held for sale (including the new transactions for Project Gaia II and Cyprus loans that were classified as held for sale on 30 June 2024, as well as loans that were classified as held for sale for Projects Hermes, Solar, Leasing and Gaia I. The underlying cost of risk stood at €69 million (the cost of risk is presented in the Appendix of the Board of Directors' Management Report in the Alpha Holdings H1 Report, which is incorporated by reference in this Offering Circular).

- Credit related expenses for credit protection and servicing fees are presented as a separate financial line item and amounted to €47 million for the period ended 30 June 2024 (30 June 2023: €39 million). The increase is due to new synthetic securitisations (Projects Blue and Compass) that were concluded in the second half of 2023.

- Impairment losses on fixed assets and equity investments for the first half of 2024 amounted to €5 million (30 June 2023: €1 million) and include mainly impairment losses relating to real estate assets that are included in the transaction of Project Skyline.

- Gains/(Losses) on disposal of fixed assets and equity investments for the first half of 2024 amounted to gains of €4 million (30 June 2023: €12 million gain) and relate mainly to the disposal of real estate assets for Project Skyline. The comparative figure included a gain of €8 million for real estate assets of Project Sky which was concluded in 2023.

- Provisions and transformation costs amounted to €10 million in first half of 2024 (30 June 2023: €19 million). The comparative figures included the cost of a voluntary separation scheme and a targeted

separation scheme for a cost of €39 million and a release of contingent liability relating to Project Sky for €25 million.

- Income tax for the period ended 30 June 2024 amounted to €127 million (30 June 2023: €112 million).
- Net profit/(loss) after income tax from discontinued operations of €42 million (30 June 2023: €42 million) include the six-month results of subsidiaries Alpha Life Insurance Company and Alpha Bank Romania, that are part of the sale transaction with UniCredit, as well as the subsidiaries Alpha Leasing Romania and Alpha Insurance Brokers.

Since the Group has committed to specific targets, including the Strategic Targets, management monitors the normalised gains/losses of the Group against the targets it has set, in order to monitor the implementation of the business plan.

Following a revised methodology as of 1 January 2022, the Group monitors normalised results. The normalised results do not include results that are not related to the normal course of business activities or that are not repetitive in nature and therefore affect the results of the Group. Indicatively, the main income and expense items that are excluded for purposes of the normalised profit calculation are listed below:

- NPE / NPL transaction costs and transformation costs;
- results due to divestment of non-core assets and results of transactions relating to NPEs;
- results with a short-term impact or arising from unexpected or exceptional events with a significant economic impact;
- initial (one-off) impact from the adoption of new or amended IFRS; and
- tax-related one-off expenses and gains/losses.

The normalised profits for the first half of 2024 reached €437 million against €357 million in the comparative period of 2023. An analysis of the normalised profits is presented in the Appendix of the Board of Directors' Management Report in the Alpha Holdings H1 Report, which is incorporated by reference in this Offering Circular.

The normalised results after income tax for the six-month period 1 January 2024 to 30 June 2024 are presented after the exclusion of the following:

- Gains less losses on financial transactions that mainly relate to the valuation earn-out from Davidson Kempner in relation to the sale of Cepal Hellas HoldCo of the amount of €4 million;
- Total expenses before impairment losses and provisions to cover credit risk, impairment losses on fixed assets and equity investments, provisions and transformation costs mainly relate to an extraordinary staff subsidy of €2 million;
- Impairment losses and provisions to cover credit risk and related expenses includes an amount of €142 million for the NPE loan portfolios classified as held for sale (including the new transactions for Project Gaia II and Cyprus loans that were classified as held for sale on 30 June 2024, as well as loans that were already classified as held for sale for the Projects Hermes, Solar, Leasing and Gaia I);
- Impairment losses on fixed assets and equity investments mainly relate to €2 million losses for real estate assets that were included in the transactions of Project Skyline;
- Gains/(Losses) on disposal of fixed assets and equity instruments mainly relate to €3 million for the sale of properties included in Project Skyline;

- Provisions and transformation costs mainly include expenses of €6 million in relation to transformation programme costs;
- Income tax related to the above excluded results; and
- Net profit/(loss) from discontinued operations after income tax include impairment losses of the investments in Alpha Leasing Romania and Alpha Insurance Brokers.

Normalised results for 1 January 2024-30 June 2024 after income tax (amounts in € million)			
	Amounts as presented in the Consolidated Income Statement	**Excluded results**	**Normalised Results**
Gains less losses on financial transactions	20	4	17
Gains/(losses) on derecognition of financial assets measured at amortised cost	29	-	29
Total Income (after excluding Gains less losses on derecognition of financial assets measured at amortised cost and Gains less losses on financial transactions)	1,046	-	1,046
Total expenses before impairment losses and provisions to cover credit risk, impairment losses on fixed assets and equity investments, provisions and transformation costs	(418)	(3)	(416)
Impairment losses and provisions to cover credit risk and related expenses	(258)	(142)	(116)
Impairment losses on fixed assets and equity investments	(5)	(2)	(3)
Gains/(Losses) on disposal of fixed assets and equity investments	4	4	-
Provisions and transformation costs	(10)	(8)	(1)
Net profit/(loss) from continuing operations before income tax	408	(147)	555
Income Tax	(127)	35	(162)

Normalised results for 1 January 2024-30 June 2024 after income tax (amounts in € million)			
	Amounts as presented in the Consolidated Income Statement	**Excluded results**	**Normalised Results**
Net profit/(loss) from discontinued operations after income tax	42	(2)	44
Net profit/(loss) for the period	322	(115)	437

The normalised results after income tax for the six-month period 1 January 2023 to 30 June 2023 are presented after the exclusion of the following:

- Gains less losses on financial transactions that relate to deferred consideration from Davidson Kempner in relation to the sale of Cepal Hellas HoldCo;
- Gains/(losses) on derecognition of financial assets measured at amortised cost includes impact from the sale of Project Hermes;
- Total expenses before impairment losses and provisions to cover credit risk, impairment losses on fixed assets and equity investments, provisions and transformation costs mainly includes extraordinary provisions of €5 million;
- Impairment losses and provisions to cover credit risk and related expenses relate to Projects Hermes, Solar, Leasing and Sky;
- Impairment losses on fixed assets and equity investments include losses of Projects Sky and Skyline;
- Gain/(losses) on fixed assets and equity investments include a gain from Project Sky;
- Provisions and transformation costs include the cost of a voluntary separation scheme and a targeted separation scheme for a cost of €39 million and a release of contingent liability relating to Project Sky for €25 million; and
- Income tax related to the above excluded results.

Normalised results for 1 January 2023-30 June 2023 after income tax (amounts in € million)			
	Amounts as presented in the Consolidated Income Statement	**Excluded results**	**Normalised Results**
Gains less losses on financial transactions	30	(1)	31
Gains/(losses) on derecognition of financial assets measured at amortised cost	(1)	(1)	-

Total Income (after excluding Gains less losses on derecognition of financial assets measured at amortised cost and Gains less losses on financial transactions)	975		975
Total expenses before impairment losses and provisions to cover credit risk, impairment losses on fixed assets and equity investments, provisions and transformation costs	(421)	(5)	(416)
Impairment losses and provisions to cover credit risk and related expenses	(202)	(47)	(156)
Impairment losses on fixed assets and equity investments	(1)	(4)	3
Gain/(losses) on fixed assets and equity investments	12	8	4
Provisions and transformation costs	(20)	(19)	(1)
Net profit/(loss) from continuing operations before income tax	372	(69)	441
Income Tax	(112)	15	(127)
Net profit/(loss) from discontinued operations after income tax	42		42
Net profit/(loss) for the period	303	(54)	357

On 2 July 2021, Alpha Holdings 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 amounted to €703.8 million divided into 2,345,981,097 shares.

On 23 July 2021, the Extraordinary General Meeting of the Bank resolved the increase of its share capital in the amount of €100,000,000 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". Following such increase in share capital, the Bank's share capital amounted to €5,183,824,496.10 divided into 51,838,244,961 common, registered, voting shares with a nominal value of €0.10 each.

On 25 October 2021, the Extraordinary General Meeting of the Bank resolved the decrease by way of distribution in kind by the amount of €10,825,250 through cancellation of 108,252,500 common, nominal shares with voting rights, of a nominal value of €0.10 each and the distribution in kind to the sole shareholder of 2,042.5 mezzanine and 14,285.15 junior securitisation notes owned by the Bank and issued on 8 October 2021 by 'COSMOS SECURITISATION DESIGNATED ACTIVITY COMPANY', based in Ireland (1-2 Victoria Buildings Haddington Road Dublin, Dublin 4, D04 XN32, Ireland), with company registration number 700585 of a total value equal to the amount of the reduction of the Bank's share capital. Following such increase in share capital, the Bank's share capital amounted to €5,172,999,246.10 divided into 51,729,992,461 common, registered, voting shares with a nominal value of €0.10 each.

On 23 December 2021, the Extraordinary General Meeting of the Bank approved the increase of the share capital of the Bank in the amount of €16,000,000, with cash and the issuance of 160,000,000 new common nominal voting shares, with a nominal value of €0.10 each and a sale price of €1.00 per share. As a result, the share capital of the Bank as of 31 December 2021 amounted to €5.2 billion divided into 51,889,992,461 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 15 February 2022, Alpha Holdings announced that its share capital had increased by €429,050.40 due to the exercise of stock options rights by 88 beneficiaries ('material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.30 per share, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021 and 28 January 2022. Following such increase in share capital, Alpha Holdings' share capital amounted to €704,223,379.50 divided into 2,347,411,265 common, registered shares with voting rights at a nominal value of €0.30 each.

On 20 October 2022, Alpha Holdings announced that pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 22 July 2022, the reduction in kind of Alpha Holdings' share capital was approved by decreasing the nominal value of each common share by the amount of €0.01 (i.e. the nominal value of each share was reduced to €0.29), as well as, among others, the respective amendment of article 5 of the Articles of Incorporation of Alpha Holdings, and the payment of the amount of the share capital reduction in kind by distributing to the shareholders of Alpha Holdings shares issued under the corporate name Galaxy Mezz Ltd with a value corresponding to the value of the reduction of share capital. Following such share capital reduction Alpha Holdings' total share capital amounted to €680,749,266.85 divided into 2,347,411,265 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

On 26 October 2022, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €230,990.51, in accordance with par. 3 of article 113 of Greek Law 4548/2018, and pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021 and 21 July 2022, by 36 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 796,519 common, registered, dematerialised shares equal to a nominal value of €0.29 each, at an offer price of €0.29 per share, Following the above share capital increase in cash, the share capital of Alpha Holdings amounted to €680,980,257.36 divided into 2,348,207,784 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

By the resolution of 10 November 2022 of the Self-Convened Extraordinary General Meeting of the Shareholders of the Bank, the share capital of the Bank increased by the amount of €9 million through payment in cash in its entirety and the issuance of 90,000,000 new common, nominal shares with voting rights at a nominal value of €0.10 each and an offer price of €1.00 each and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2837321 ΑΠ / 28-11-2022 of the Ministry of Development and Investments. The total difference between the nominal value and the offer price of the new shares, i.e. the amount of €81 million, was credited to the special account under the title "issuance of shares above par value". Such share capital increase was fully subscribed and paid for solely by the shareholders of the Bank, Alpha Holdings and Alpha Life Insurance Company, whilst the Board of Directors at its meeting of 15 December 2022 verified the certification of payment of the subscription funds. Following such share capital increase in cash, the share capital of the Bank amounted to €5,197,999,246.10 divided into 51,979,992,461 common, registered, dematerialised shares with voting rights at a nominal value of €0.10 each.

On 23 December 2022, the Bank announced that, pursuant to the resolution of the Self-Convened Extraordinary General Meeting of the Shareholders of the Bank that took place on 7 December 2022, the share capital of the Bank had been reduced by the amount of €519,799,924.61 by reducing the nominal value of its shares from €0.10 to €0.09 and creating a special reserve of the same amount in accordance with par.2 of Article 31 of Greek Law 4548/2018. Following such share capital reduction, the share capital of the Bank amounted to €4,678,199,321.49

divided into 51,979,992,461 common, registered, dematerialised shares with voting rights at a nominal value of €0.09 each.

On 26 January 2023, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €203,227.07 in accordance with par. 3 of article 113 of Greek Law 4548/2018 and, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020 and 16 December 2021, by 84 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 700,783 common, registered, dematerialised shares equal to a nominal value of €0.29 each, at an offer price of €0.29 per share. Following such share capital increase in cash, the share capital of Alpha Holdings amounts to €681,183,484.43 divided into 2,348,908,567 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

On 28 September 2023, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €808,840.16 in accordance with par. 3 of article 113 of Greek Law 4548/2018 and, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 16 December 2021 and 21 July 2022, by 50 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 2,789,104 common, registered, dematerialised shares equal to a nominal value of €0.29 each, out of which 140,244 shares at an offer price of €0.29 per share and 2,648,860 shares at an offer price of €0.30 per share. The difference between the offer price and the nominal value of the 2,648,860 shares, amounting to a total of €26,488.60 was credited to the share premium account. Following such share capital increase in cash, the share capital of Alpha Holdings amounted to €681,992,324.59 divided into 2,351,697,671 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

On 13 November 2023 the HFSF announced that it had agreed to sell its entire stake in the Issuer, namely 211,138,299 common registered shares, corresponding to 8.98 per cent. of the Issuer's paid-up share capital and voting rights at that time, to UniCredit, pursuant to a share purchase agreement entered into between the HFSF and UniCredit on 12 November 2023. On 14 November 2023 the Issuer received notification from the HFSF and UniCredit that the sale and transfer of the said shares had been completed.

As of 30 June 2024, Alpha Holdings' equity was held by approximately 106,000 shareholders, with private shareholders representing 100 per cent. of the common shareholder base. The private shareholders comprised:

- institutional shareholders representing approximately 88 per cent. of the shareholder base (of which approximately 94 per cent. were foreign institutional investors and 6 per cent. were Greek institutional investors); and
- individuals and legal entities representing approximately 12 per cent. of the shareholder base.

On 31 January 2024, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €331,187.54 in accordance with par. 3 of article 113 of Greek Law 4548/2018 and, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020 and 16 December 2021, by 101 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 1,142,026 common, registered, dematerialised shares equal to a nominal value of €0.29 each, out of which 660,418 shares had an offer price of €0.29 per share and 481,608 shares had an offer price of €0.30 per share. The difference between the offer price and the nominal value of the 481,608 shares, amounting to a total of €4,816.08 thousand was credited to the share premium account. Following such share capital increase in cash, the share capital of Alpha Holdings amounted to €682,323,512.13 divided into 2,352,839,697 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

Capital, MREL, leverage and liquidity position and available DTAs of the Group

On 30 November 2023, the SSM informed Alpha Holdings that for 2024 the minimum limit for the consolidated overall capital requirement ("**OCR**") stands at 14.73 per cent, increased by 0.04 per cent. compared to 2023, following the increase of the countercyclical buffer by 0.04 per cent. (which results from the contribution of the Group's subsidiaries abroad (for Greece the countercyclical buffer is currently set to 0 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 (EU) 1024/2013 (the "**SSM Regulation**"), which corresponds to 3.0 per cent., and the combined buffer requirements, according to article 128(6) of Directive 2013/36/EU, as described above, which corresponds to 3.73 per cent. (made up of a capital conservation buffer equal to 2.5 per cent., an O-SII buffer equal to 1 per cent. and a countercyclical buffer equal to 0.23 per cent.). The above minimum ratios should be maintained on a phased-in basis under applicable transitional rules of CRD/CRR at all times.

As at 30 June 2024, the Group's:

- CET1 ratio was 14.8 per cent. (14.8 per cent. on a fully-loaded basis, including Basel III impact);
- Tier 1 capital ratio was 16.0 per cent. (16.0 per cent. on a fully-loaded basis, including Basel III impact); and
- Total capital adequacy ratio was 19.0 per cent. (19.0 per cent. on a fully-loaded basis, including Basel III impact).

As at 30 June 2024 and assuming the completion of, and consequential RWA relief from, NPE transactions including mainly Skyline and Gaia, as well as the Unicorn transaction and the pending synthetic securitisation, the Group's:

- CET1 ratio was 16.6 per cent. on a fully-loaded basis (corresponding to RWAs of approximately €29 billion);
- Tier 1 capital ratio was 18.0 per cent. on a fully-loaded basis; and
- Total capital adequacy ratio was 21.3 per cent. on a fully-loaded basis.

The Group aims to operate with a minimum CET1 ratio greater than 13 per cent. and a total capital adequacy ratio greater than 17 per cent., in each case on a fully-loaded basis.

As of 30 June 2024, the Group's leverage ratio was 7.1 per cent. and the Bank's leverage ratio was 8.1 per cent.

The Bank has been granted a time extension to 31 December 2025 (this date is subject to annual review and approval from the SRB) to meet its final MREL ratio target, which, on a consolidated basis, is equal to 24.26 per cent. of RWAs and 5.91 per cent. of its leverage ratio, based on the most recently communicated SRB decision, until 1 January 2026. The MREL ratio, expressed as a percentage of RWAs, does not include the combined buffer requirement, currently at 3.73 per cent. as of 30 June 2024. The final targeted MREL ratio is updated annually by the SRB.

The interim target for the MREL ratio for 1 January 2025 is 25.27 per cent. (including the combined buffer requirement).

As of 30 June 2024, the Bank's MREL ratio stood at 25.79 per cent., which is well above the interim target of 22.54 per cent. (including the combined buffer requirement) of TREA (effective 1 January 2024). Such ratio includes the profit of the financial reporting period that ended on 30 June 2024 post a provision for dividend payout.

As of 30 June 2024 and assuming the completion of, and consequential RWA relief from, NPE transactions including mainly Skyline and Gaia, as well as the Unicorn transaction and the pending synthetic securitisation, the Bank's MREL ratio stands at 28.84 per cent.

As of 30 June 2024, the Group's liquidity coverage ratio was 192.3 per cent.

As of 30 June 2024, the Group's NSFR was 127.3 per cent.

As of 30 June 2024, the Group's DTAs falling within the scope of the DTA Framework amounted to €2.5 billion, comprising 51.2 per cent. of its total DTAs (net of deferred tax liabilities) and 7.7 per cent. of RWAs while the Bank's DTAs falling within the scope of the DTA Framework amounted to €2.5 billion, comprising 51.2 per cent. of its total DTAs and 8.3 per cent. of RWAs.

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.

Strategic Partnership with UniCredit ("Project Unicorn")

On 23 October 2023 Alpha Holdings announced that it signed a binding term-sheet with UniCredit for the creation of a strategic partnership in Romania and Greece. The strategic partnership entails three pillars:

- Merger of UniCredit Bank S.A. and Alpha Bank Romania and creation of the third largest bank in Romania by total assets, with Alpha Holdings retaining a 9.9 per cent. stake in the combined entity post-merger.

- Establishment of a commercial partnership framework in Greece to distribute UniCredit's asset management and unit-linked products to the Bank's clients and creation of a joint venture in pension-saving products with UniCredit becoming a 51 per cent. shareholder in AlphaLife.

- Submission by UniCredit of an offer to the HFSF for all the shares it currently holds in Alpha Holdings. On 13 November 2023 the HFSF announced that it had agreed to sell its entire stake in Alpha Holdings, namely just under 9 per cent. of the Issuer's paid-up share capital and voting rights, to UniCredit, pursuant to a share purchase agreement entered into between the HFSF and UniCredit on 12 November 2023. On 14 November 2023 the Issuer received notification from the HFSF and UniCredit that the sale and transfer of the said shares had been completed.

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 S.A. to Mavani Holdings Limited, an entity owned by Brook Lane Special Situations Fund for consideration of €91.9 million. Alpha Investment Property I S.A. 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.

On 18 June 2021, the disposal of 80 per cent. of the shares of Cepal Hellas HoldCo was completed.

On 15 October 2021, the disposal of all of the shares of the Group's subsidiary, AGI-Cypre Property 11 Ltd, was completed.

On 6 December 2021, Alpha International Holdings Single Member S.A., a fully owned subsidiary of the Group, entered into a binding agreement with OTP Bank Plc in relation to the acquisition of the Group's subsidiary, Alpha Bank Albania SHA, by the latter. On 18 July 2022, the sale was completed for the amount of €55 million.

On 23 December 2021, the sale of the Group subsidiary, AEP Kefalariou, for €15.2 million was completed.

On 30 December 2021, the merger with the absorption of Umera Ltd by Alpha Credit Acquisition Company Ltd was completed.

On 28 February 2022, the Group's subsidiary, AGI-Cypre Ermis Ltd, proceeded with the sale of 59 special purpose vehicles for an amount €85 million to the Group's subsidiary, Alpha Credit Acquisition Company Ltd.

On 28 February 2022, the Group's subsidiary, AGI-Cypre Ermis Ltd, proceeded with the sale of its subsidiary, Fierton Limited.

On 28 February 2022, the Group's subsidiary, Alpha Bank Cyprus Ltd, proceeded with the sale of its subsidiary, ABC RE P4 Ltd.

On 30 June 2022, the sale of 51 per cent. of Alpha Services and Payments SA to Nexi S.P.A. was completed, initiating a strategic partnership in the merchant acquiring business of Alpha Bank S.A. in Greece via, *inter alia*: (i) the transfer of the merchant acquiring business from Alpha Bank by spin-off to the newly issued company Nexi Payments Greece ("**NewCo**"), (ii) the sale to Nexi of the 51 per cent. of NewCo, and (iii) the signing of a long-term marketing and distribution agreement, which will provide Nexi access to the Group's network, with the objective of distributing merchant acquiring products and services to Group customers in Greece. On 29 July 2022 the sale to Nexi of an additional 39.01 per cent. stake of NewCo was completed.

On 23 January 2023, the sale of the Group's participation in AGI – CYPRE PROPERTY 29 LIMITED was completed.

On 31 March 2023, the Group's subsidiary, Sky Cac Ltd, proceeded with the sale of its subsidiary ABC RE P6 LTD.

On 16 June 2023 the sale of a portfolio of Cypriot NPEs and real estate assets with a gross book value of €2.3 billion as at 31 December 2022 (Project Sky) to an affiliate of Cerberus Capital was completed, through the sale of SKY CAC Limited, a subsidiary of Alpha International Holdings S.A. In this context, on 31 May 2023 the Bank participated in the share capital increase in cash of Alpha International Holdings Single Member S.A., for the amount of €217 million and on 13 June 2023 Alpha International Holdings Single Member S.A. proceeded subsequently in the share capital increase in cash of Sky CAC Ltd, for the amount of €210 million. Moreover, on 16 June 2023, the sale of the 46 special purpose vehicles, AGI-CYPRE MAZOTOS LTD, AGI-CYPRE TOCHNI LTD, AGI-CYPRE PROPERTY 4 LTD, AGI-CYPRE PROPERTY 6 LTD, AGI-CYPRE PROPERTY 9 LTD, AGI-CYPRE PROPERTY 12 LTD, AGI-CYPRE PROPERTY 13 LTD, AGI-CYPRE PROPERTY 14 LTD, AGI-CYPRE PROPERTY 16 LTD, AGI-CYPRE PROPERTY 18 LTD, AGI-CYPRE PROPERTY 19 LTD, AGI-CYPRE PROPERTY 20 LTD, AGI-CYPRE PROPERTY 22 LTD, AGI-CYPRE PROPERTY 23 LTD, AGI-CYPRE PROPERTY 26 LTD, AGI-CYPRE PROPERTY 28 LTD, AGI-CYPRE PROPERTY 31 LTD, AGI-CYPRE PROPERTY 32 LTD, AGI-CYPRE PROPERTY 35 LTD, AGI-CYPRE PROPERTY 42 LTD, AGI-CYPRE PROPERTY 43 LTD, AGI-CYPRE PROPERTY 44 LTD, AGI-CYPRE PROPERTY 45 LTD, AGI-CYPRE PROPERTY 46 LTD, AGI-CYPRE PROPERTY 49 LTD, AGI-CYPRE PROPERTY 50 LTD, AGI-CYPRE PROPERTY 51 LTD, AGI-CYPRE PROPERTY 53 LTD, AGI-CYPRE PROPERTY 54 LTD, AGI-CYPRE PROPERTY 55 LTD, AGI-CYPRE RES PAFOS LTD, AGI-CYPRE P&F NICOSIA LTD, AGI-CYPRE RES NICOSIA LTD, AGI-CYPRE P&F LIMASSOL LTD, AGI-CYPRE P&F PAFOS LTD, AGI-CYPRE COM PAFOS LTD, AGI-CYPRE COM NICOSIA LTD , AGI-CYPRE COM LARNACA LTD, AGI-CYPRE P&F LARNACA LTD, AGI-CYPRE RES AMMOCHOSTOS LTD, AGI-CYPRE RES LARNACA LTD, ALPHA CREDIT PROPERTIES LTD, ABC RE L4 LTD, ABC RE P&F LARNACA LTD, ABC RE P7 LTD, ABC RE RES PAFOS LTD, ABC RE COM PAFOS LTD and the sale of real estate assets were completed for the amounts of €77.1 million and €44.2 million, respectively.

On 19 December 2023, the sale of the Group’s subsidiary Startrek REAL ESTATE S.M.S.A. was completed.

On 19 December 2023, the sale of the Group’s subsidiary AGI BRE Participations 4 EOOD was completed.

On 19 December 2023, the sale of the Group’s subsidiary Kestrel Enterprise EOOD was completed.

On 5 June 2024, the intragroup sale of the Group’s subsidiary A.G. Star Gisama Investments Limited from Alpha Credit Acquisition Company Limited to AIH was completed.

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 Greek 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 Greek Law 4354/2015.

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.

In May 2018, Alpha Holdings together with Alpha Bank Romania 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 Alpha Bank S.A., 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 NPEs 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 M.F.M.C., 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 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 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, 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 licence.

On 22 July 2020, Alpha Holdings acquired the remaining shares in Cepal Hellas HoldCo, taking its shareholding in Cepal Hellas HoldCo 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 on SMEs 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 Greek 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 (with a later announcement, in December 2021, that the next EU-wide stress test would be held in 2023). 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 Tier 2 subordinated bonds with a nominal value of €500 million and a 10.25-year maturity. The bonds are listed on the Luxembourg Stock Exchange's Euro MTF market.

On 23 September 2021, the Bank successfully issued €500,000,000 Fixed Rate Reset Senior Preferred Notes due 2028 followed by an issuance of €400,000,000 Fixed Rate Reset Senior Preferred Note due 2024 on 10 December 2021. The notes issued in September 2021 are listed on the Luxembourg Stock Exchange's Euro MTF market and the notes issued in December 2021 have been redeemed in accordance with their terms.

On 22 October 2021, Alpha Holdings announced that it had entered into a binding agreement with certain entities managed and advised by Davidson Kempner Capital Management LP in relation to the sale and transfer of 51 per cent. of the mezzanine and junior securitisation notes of a €3.4 billion gross book value portfolio consisting primarily of NPEs, known as Project Cosmos.

On 11 November 2021, Alpha Holdings and Nexi announced that they entered into a binding agreement for the establishment of a strategic partnership in respect of the Bank's merchant acquiring business unit in Greece (the "**MA Business**") through, *inter alia*: (i) the carve-out of the MA Business by the Bank by way of a spin-off to a newly-incorporated entity ("**Alpha Payment Services S.M.S.A**" or "**NewCo**"); (ii) the sale to Nexi of a 51 per cent. stake in the NewCo, subject to the satisfaction of certain conditions precedent; and (iii) the execution of a long-term marketing and distribution agreement by the parties, providing the NewCo with access to the Bank's network, in order to distribute payment acceptance products and services to business customers of the Bank in Greece. On 30 June 2022, following the satisfaction of conditions precedent, the strategic partnership was

launched through the carve-out of the MA Business by way of a spin-off to Alpha Payment Services S.M.S.A. (which was renamed "Nexi Payments Greece S.A.") and the sale of a 51 per cent. stake in the latter entity to Nexi.

On 17 December 2021, the Bank successfully concluded a synthetic securitisation of a €1.9 billion portfolio of performing SME and corporate loans, enabling the Bank to obtain credit risk protection for the mezzanine tranche of the securitisation. The transaction achieved simple, transparent and standardised (STS) designation for the purpose of Regulation (EU) 2017/2402, as amended by Regulation (EU) 2021/557.

On 28 December 2021, Alpha Holdings announced that the Bank had entered into a binding agreement with Hoist Finance AB as part of Project Orbit. The transaction which included the disposal of a portfolio of retail unsecured non-performing loans of a total outstanding balance of €2.1 billion completed on 24 March 2022. On 24 March 2022, the sale of the portfolio was completed.

On 14 January 2022, Alpha Group Jersey Ltd, a subsidiary of Alpha Holdings, resolved the redemption of the entire nominal amount outstanding of its €600,000,000 Series B CMS-Linked Non-cumulative Guaranteed Non-voting Preferred Securities on the preferred dividend payment date falling on 18 February 2022. On 30 December 2022, the liquidation of Alpha Group Jersey Ltd was completed.

On 14 February 2022, Alpha Holdings announced that it had entered into a binding agreement with an affiliate of Cerberus Capital Management L.P. as part of Project Sky. On 19 June 2023 and following the relevant announcement of 14 February 2022 and in line with its strategy for the reduction of its NPL stock, Alpha Holdings announced the completion of the disposal of a portfolio of Cypriot NPLs and real estate properties with a total gross book value of €2.3 billion in the first quarter of 2023.

On 30 June 2022 Alpha Holdings successfully concluded a synthetic securitisation of a €630 million performing SME and Corporate portfolio (Project Tokyo) with the European Investment Bank group.

On 15 July 2022 Alpha Holdings proceeded with a share capital increase to its subsidiary company, Galaxy Mezz Ltd, via: (a) distribution in kind of the 44 per cent. mezzanine and lower rated securitised bonds of projects Galaxy and Cosmos that it held after completing the respective transactions for the amount of €22.5 million and (b) a cash injection for the amount of €894 thousand and the issuance of common shares.

On 21 July 2022 the Bank entered into a binding agreement with Hoist Finance AB (publ) in relation to Project Light, the disposal of a portfolio of unsecured NPLs of a total outstanding balance of €0.4 billion and of a total gross book value of €0.2 billion as of 30 September 2021.

On 14 December 2022, the Bank successfully issued €450,000,000 Fixed Rate Reset Senior Preferred Notes due 2027.

On 6 February 2023 the Group announced that it entered into a definitive agreement with a consortium comprised of Dimand S.A. and Premia Properties R.E.I.C. for the formation of an equity partnership in real estate investment through the sale of a €438 million real estate portfolio. The agreement provides for the acquisition of the real estate portfolio through successive transfers from the Group company Skyline Akinita Single Member, SA ("**Skyline**") and the acquisition of a majority stake by Dimand S.A. and Premia Properties R.E.I.C jointly. The exclusive provider of real estate management services will be a Group subsidiary, Alpha Astika Akinita S.A.

On 8 February 2023, Alpha Holdings successfully issued the AT1 Notes in order to strengthen its regulatory capital position. The issuance of the AT1 Notes increased the Group's total capital adequacy ratio by 117 basis points. The notes are perpetual, with a fixed rate reset interest structure, first call after five and a half years and were issued at a yield to the first call date of 11.875 per cent. The notes are listed on the Luxembourg Stock Exchange's Euro MTF Market.

As of 31 March 2023 total funding through TLTRO III programme reduced to €8.9 billion following €4 billion of total early prepayments, in two payments of €2 billion each, taking place in February and March 2023.

On 26 April 2023 the Group signed an updated agreement with the investor for the completion of Project Sky. The updated agreement finalised the perimeter of assets to be included in the transaction and the terms of payments for the transaction.

On 25 May 2023, Alpha Holdings announced that the Bank had completed the disposal of a mixed pool of secured NPLs to Greek large corporate entities and SMEs of a total on-balance sheet gross book value of approximately €0.65 billion, as follows:

a) to Saturn Financial Investor Designated Activity Company and to Pluto Financial Investor Designated Activity Company, entities financed by funds managed by affiliates of Fortress Credit Corp.; and

b) to Hermes Acquisitions B Designated Activity Company, an entity financed by funds managed by affiliates of Davidson Kempner Capital Management and funds managed by affiliates of Fortress Credit Corp.

On 7 June 2023, Alpha Holdings announced the 2023-2025 Strategic Plan. The 2023-2025 Strategic Plan Press Release is incorporated by reference in this Offering Circular.

On 16 June 2023, the sale of a portfolio of Cypriot NPEs and real estate properties with a total gross book value of €2.3 billion (Project Sky) to an affiliate of Cerberus Capital was completed, through the sale of Sky CAC Ltd, a subsidiary of Alpha International Holdings S.A.

On 27 June 2023, the Bank successfully issued €500,000,000 Fixed Rate Reset Senior Preferred Notes due 2029.

On 28 July 2023, the merger process by way of absorption of Alpha Insurance Agents Single Member Société Anonyme by Alpha Holdings was completed.

On 20 October 2023, the disposal of a portfolio of retail unsecured NPLs, of a total outstanding balance of €1.5 billion as of 30 September 2022, to Hoist Finance AB was completed (Project Cell).

On 2 November 2023 Alpha Holdings announced that the Bank, along with the rest of the Greek systemic banks had entered into a binding agreement with Waterwheel Capital Management, L.P., acting as investment manager on behalf of an affiliated entity for the sale of NPLs portfolio in which the Bank's participation is €0.4 million as of 30 September 2021 (Project Solar).

Within 2023, the Bank successfully concluded two synthetic securitisation transactions, both achieving simple, transparent and standardised (STS) designation for the purpose of Regulation (EU) 2017/2402, as amended by Regulation (EU) 2021/557. The first one named Project Compass was concluded in June 2023 and referenced a shipping portfolio, while the second one, named Project Blue, was concluded in December 2023 and referenced a portfolio of performing SME and corporate loans.

On 12 February 2024, the Bank successfully issued €400,000,000 Fixed Rate Reset Senior Preferred Notes due in 2030.

On 5 June 2024, the Issuer successfully priced a €500 million, subordinated Tier 2 bond, with a maturity of 10.25 years, callable in 5.25 years and a yield of 6.125 per cent.

On 6 June 2024, Alpha Holdings announced that it had received on 5 June 2024 the necessary supervisory approval for the distribution of €122 million to shareholders out of 2023 profits, an amount that equates to a 20 per cent. payout out of 2023 profits, and that it intended to distribute half of the amount, or €61 million, in the form of a cash dividend, an equivalent of €0.026 per share. The remainder will be used to conduct a share buyback under customary conditions and in accordance with all applicable laws. Supervisory approval for the cancellation of the shares that will be acquired by Alpha Holdings as part of the buyback programme has already been received.

Following the above, the Ordinary General Meeting of 24 July 2024 approved (a) the distribution in cash of the amount of €61,133,013 to the shareholders of Alpha Holdings through the cash payment of €0.026 per share, in

accordance with the legal and regulatory framework currently in force, and authorised the Board of Directors to proceed with the implementation of the aforementioned process, as well as (b) the increase of the maximum number of own shares that may be acquired under the share buyback programme up to 3.0 per cent. of Alpha Holdings' paid in share capital, i.e. a total of up to 70,000,000 own shares, and authorised the Board of Directors of Alpha Holdings to proceed with all necessary actions for the implementation of the above.

On 13 June 2024, Alpha Holdings successfully issued €500,000,000 Fixed Rate Reset Tier 2 Notes due in 2034 and repurchased and cancelled, following a cash tender offer, €368,835,000 in principal amount of its €500,000,000 Dated Subordinated Fixed Rate Reset Tier 2 Notes due 2030.

On 20 June 2024, Alpha Holdings announced the reorganisation of Alpha Leasing Single Member Société Anonyme ("**Alpha Leasing**") to be effectuated by a common demerger of Alpha Leasing (the "**Alpha Leasing Demerger**"). The completion of the Alpha Leasing Demerger will entail (i) the transfer of performing leasing contracts along with relevant real estate interests to Alpha Ereunas Agoras Single Member SA, a newly-established Group entity that will remain part of the Group and will be licensed as leasing company; (ii) the transfer of a perimeter of non-performing financial leases along with the related real estate interests with a gross book value of approximately €0.24 billion (the "**Andros Portfolio**") to Hellas Capital Leasing Single Member Societe Anonyme ("**HCL** "), a Greek leasing company, wholly-owned by funds managed or advised by Bain Capital; (iii) the transfer of the repossessed real estate properties of Alpha Leasing which form part of the Skyline perimeter to newly established special purpose vehicles; and (iv) the transfer of the remaining repossessed real estate properties of Alpha Leasing to a newly established special purpose vehicle which will remain part of the Group. To this end, on 19 June 2024, Alpha Leasing and its sole shareholder Alpha Holdings entered into a binding agreement with HCL and its shareholder, for (i) transfer of the Andros Portfolio to HCL and (ii) subsequent disposal of the shareholding interest to HCL that will result from this transfer to HCL's shareholders, upon completion of the Alpha Leasing Demerger.

On 27 June 2024, Moody's announced the following upgrades to the Bank's main ratings, placing it in investment grade status after 14 years:

In relation to the Bank:

- Long-term and short-term deposit ratings: Baa3 (from Ba1, an increase of one notch)
- Long-term senior unsecured debt rating: Baa3 (from Ba2, an increase of two notches)
- Subordinated (Tier 2) rating: Ba2 (from B1, an increase of two notches)
- Baseline credit assessment (BCA): Ba2 (from Ba3, an increase of one notch)

In relation to Alpha Holdings:

- Long-term issuer ratings: Ba2 (from Ba3, an increase of one notch)
- Senior unsecured MTN programme ratings: Ba2 (from Ba3, an increase of one notch)
- Long-term junior senior unsecured (senior non-preferred) MTN programme ratings: Ba2 (from Ba3, an increase of one notch)
- Subordinated (Tier 2) debt rating: Ba2 (from B1, an increase of two notches)
- Subordinated MTN programme ratings: Ba2 (from B1, an increase of two 2 notches)
- Preferred stock non-cumulative (Additional Tier 1 notes) rating: B2 (hyb) (from B3 (hyb), an increase of one notch)

On 15 July 2024 Alpha Holdings announced that its wholly-owned subsidiary AIH had entered into a definitive agreement with UniCredit on 12 July 2024 regarding the sale of 90.1 per cent. of Alpha Bank Romania to

UniCredit. The sale will be followed by the merger of the parties' Romanian subsidiaries, and forms part of the strategic partnership announced on 23 October 2023 between Alpha Holdings and UniCredit. As per the terms and conditions of the transaction, UniCredit will acquire from AIH 90.1 per cent. of the share capital of Alpha Bank Romania in consideration of (i) 9.9 per cent. of the share capital of UniCredit Romania and (ii) €256 million in cash. Upon completion of the transaction, which is subject to all applicable regulatory approvals and consents, AIH will own 9.9 per cent. of Alpha Bank Romania and 9.9 per cent. of UniCredit Romania. The transaction, which is expected to be capital ratio accretive for the Bank by around 100 basis points, is expected to be completed by the end of 2024. After completion of the transaction, Alpha Bank Romania shall be merged with UniCredit Romania forming a combined banking entity in which AIH shall hold a 9.9 per cent. stake.

In July 2024, the Bank and UniCredit completed the operationalisation of their commercial partnership in asset management by signing the relevant distribution framework agreements. Following the signing of such agreements, the Bank has initiated the distribution of UniCredit onemarkets mutual funds through its network.

As is the nature of any business plan, the 2023-2025 Strategic Plan, as summarised in the 2023-2025 Strategic Plan Press Release, includes various targets, aspirations and other forward looking statements (collectively, and as may be revised from time to time (including, without limitation, as part of the Group's updated business plans), "**Strategic Targets**"). No assurance is given by the Issuer that the Group, Greece or the Greek economy will be able to meet any of the Strategic Targets, in whole or in part. Any forward looking statement or information in the 2023-2025 Strategic Plan Press Release, however expressed therein, is not intended to be, and should not be regarded as, a forecast. Investors are referred to the section of this Offering Circular entitled "*Cautionary Statement Regarding Forward Looking Statements*".

Variable remuneration for Group employees

Group companies may, from time to time, offer a variable component as part of an employee's total remuneration package (such as bonuses or other reward schemes). Offering remuneration of this type is at the discretion of the relevant Group company and will be based on both individual performance and fulfilment of the relevant Group company's goals. It is also subject to, amongst other things, regulatory requirements and various clawback and other adjustment mechanisms. There are two main performance incentive schemes in operation: (i) the Performance Incentive Programme ("**PIP**") for central functions staff; and (ii) a sales incentive programme (SIP) for branch network staff.

On 31 July 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 with 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.

On 16 December 2021, Alpha Holdings' Board of Directors awarded stock options rights under the PIP for the financial year 2020 to identified material risk takers of Alpha Holdings and its affiliated companies. Moreover, certain members of the senior management of Group companies falling within the ambit of the provisions of article 10 par. 3 of Law 3864/2010, as in force, on the establishment and operation of the HFSF, introducing a bonus ban and a salary cap for members of the board, general managers and deputy general managers of credit institutions having received state-aid from the HFSF ("**In-scope Senior Managers**"), were awarded a bonus..

On 3 February 2022, in the context of implementation of the approved PIP and following the exercise of the relevant stock options (deferred amounts for the financial years 2018 and 2019 and the first available exercise in

respect of the financial year 2020), Alpha Holdings proceeded with an increase of its share capital by the amount of €429,050.40 with payment in cash and the issuance of the 1,430,168 new shares of a nominal value of €0.30 each and an exercise price €0.30 per share as well.

On 21 July 2022, Alpha Holdings' Board of Directors awarded stock options rights under the PIP for the financial year 2021 to identified material risk takers of Alpha Holdings and its affiliated companies.

On 2 November 2022, in the context of implementation of the approved PIP and following the exercise of the relevant stock options (the first available exercise in respect of the financial year 2021), Alpha Holdings proceeded to an increase of its share capital by the amount of €230,990.51 with payment in cash and the issuance of the 796,519 new shares of a nominal value of €0.29[1] each and an exercise price €0.29 per share as well.

On 10 February 2023, in the context of implementation of the approved PIP and following the exercise of the relevant stock options (deferred amounts for the financial years 2018, 2019 and 2020), Alpha Holdings proceeded with an increase of its share capital by the amount of €203,227.07 with payment in cash and the issuance of the 700,783 new shares of a nominal value of €0.29 each and an exercise price €0.29 per share as well.

In addition, the personnel of the Group in Greece are eligible to participate in the Group's IORP, which was established in March 2023. The IORP operates on a funded defined contribution plan and provides pension benefits in the form of lump-sum payments to cover the insurance risks of retirement, disability, and death. It was established under Greek Law 4680/2020, which transposed into Greek law Directive (EU) 2341/2016, and is governed by Greek Law 5078/2023, which as of its entry into force repealed the relevant provisions of Greek Law 4680/2020 and introduced several operational changes (such as the establishment of an upper limit as a percentage of annual remuneration for employee and employer contributions) and supervision of IORPs.

On 27 July 2023, an Ordinary General Meeting of Alpha Holdings approved the Stock Award Plan (the "**Plan**") for the four-year period of 2023-2027 and, on 1 September 2023, the Board of Directors approved the Regulation of the Plan.

On 31 August 2023, Alpha Holdings' Board of Directors found that the relevant conditions had been satisfied (in Greek, *anavlitiki airesi*), according to the provisions of article 10 par. 3 of the HFSF Law, and In-scope Senior Managers were therefore able to exercise the awarded stock options.

On 5 October 2023, in the context of implementation of the approved PIP and following the exercise of the relevant stock options (the first available exercise and first deferred amount for In-scope Senior Managers in respect of the financial year 2020, as well as deferred amounts for the financial year 2021), Alpha Holdings proceeded to an increase of its share capital by the amount of €808,840.16 with payment in cash and the issuance of 2,789,104 new shares of a nominal value of €0.29 each as well as the credit of the difference between the offer price and the nominal value of 2,648,860 shares, amounting to a total of €26,488.60.

On 11 January 2024, Alpha Holdings announced that it had distributed to 56 beneficiaries of (i) the PIP and (ii) the retention plan for 2023, 1,890, 504 of its own shares. Following the above distribution, Alpha Holdings directly holds 3,965,290 of its own shares, which corresponds to 0.169 per cent. of its share capital.

[1] Pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020, the offer price of each stock option right is equal to the nominal value of the share. Pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 22 July 2022 the reduction of the Alpha Holdings' share capital was approved by decreasing the nominal value of each common share by the amount of €0.01 (i.e. the nominal value of each share has been formed at €0.29), as well as, among others, the respective amendment of article 5 of the Articles of Incorporation of Alpha Holdings, and the payment of the amount of the share capital reduction in kind by distributing to the shareholders of Alpha Holdings shares issued by the company under the corporate name Galaxy Mezz Ltd with a value corresponding to the value of the reduction of share capital. Following the above share capital decrease the exercise price of the stock option plan has been respectively decreased from €0.30 to €0.29.

On 7 February 2024, in the context of implementation of the approved PIP and following the exercise of the relevant stock options (deferred amounts for the financial years 2019 and 2020), Alpha Holdings proceeded to increase its share capital by the amount of €331,187.54 with payment in cash and the issuance of 1,142,026 new shares of a nominal value of €0.29 each as well as the credit of the difference between the offer price and the nominal value of 481,608 shares, amounting to a total of €4,816.08 thousand.

On 2 May 2024, Alpha Holdings announced that it had distributed to 20 executives of the senior leadership team of the PIP for 2023, up to 2,760,776 of its own shares. Each beneficiary had the option to receive an amount equal to the value of 50 per cent. of the shares in cash, subject to regulatory and corporate approvals as well as to certain conditions and provisions set in the Remuneration Policy, in the terms of awarding under the PIP for the year 2023 and in the applicable legislative and regulatory framework. Following regulatory and corporate approvals the exact number of shares will be determined. Following the resolution of the Ordinary General Meeting dated 24 July 2024, regarding profit distribution to employees, the final number of shares that will be granted to the relevant executives during the defined vesting periods is 1,493,761. Moreover, on 2 August 2024 Alpha Holdings announced that it had distributed to 62 beneficiaries (excluding senior leadership team executives) of the PIP for the year 2023, 972,629 of its own shares.

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 Greek Law 2515/1997, as well as articles 54 par. 3, 57 par. 3, 59-74 and 140 par. 3 of Greek Law 4601/2019 and article 145 of Greek Law 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 organisational structure, network of branch offices and premises.

Alpha Holdings, which ceased, on 19 April 2021, to operate as a credit institution but holds a licence from the ECB as a financial holding company, 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 (such as the Notes) 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:

(c) the sale of 80 per cent. of its shares in Cepal Hellas HoldCo; and

(d) 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 Cepal Hellas 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 Increases of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 23 July 2021 approved, among other things, an increase in the share capital of the Bank by €100,000,000 through payment in cash and the issuance of 1,000,000,000 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 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 total difference between the nominal value and the offer price of the new shares, i.e. the amount of €900,000,000, was registered to a special account under the title "issuance of shares above par value". 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.

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 23 December 2021 approved, among other things, the increase of its share capital by €16 million, through payment in cash and the issuance of 160,000,000 new common, registered, voting shares, each of nominal value of €0.10 and set the offer price at €1.00 per New Share and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2556610ΑΠ/29.12.2021 of the Ministry of Development and Investments. The total difference between the nominal value and the offer price of the new shares, i.e. the amount of €144,000,000, was registered to a special account under the title "issuance of shares above par value". The said share capital increase was fully subscribed and paid for by Alpha Holdings, whilst the Board of Directors at its meeting of 28 January 2022 verified the certification of payment of the subscription funds.

2021 Share Capital Decrease of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 25 October 2021 approved, among other things, the share capital decrease of the Bank by way of distribution in kind by the amount of €10,825,250 through cancellation of 108,252,500 common, nominal shares with voting rights, of a nominal value of €0.10 each, that were held by the sole shareholder of the Bank, Alpha Holdings, and the distribution in kind to the said shareholder of 2,042.5 mezzanine and 14,285.15 junior securitisation notes owned by the Bank and issued on 8 October 2021 by COSMOS SECURITISATION DESIGNATED ACTIVITY COMPANY, based in Ireland (1-2 Victoria Buildings Haddington Road Dublin, Dublin 4, D04 XN32, Ireland), with company registration number 700585 of a total value equal to the amount of the reduction of the Bank's share capital. The amendment of article 5 of the Articles of Incorporation of the Bank was approved by virtue of decision no. 2473250/27.10.2021 of the Ministry of Development and Investments.

2022 Share Capital Decrease of Alpha Holdings

The Extraordinary General Meeting of the Alpha Holdings that took place on 22 July 2022 approved, among others, the decrease of its share capital in kind, by decreasing the nominal value of each ordinary share issued by Alpha Holdings by €0.01 and by distributing to its Shareholders shares issued by "Galaxy Cosmos Mezz Plc" based in Cyprus (33 Vassilissis Freiderikis Street, Palais D'Ivoire House, 2nd Floor, 1066 Nicosia, Cyprus) with company registration number HE433604, with a value corresponding to the value of the share capital decrease of Alpha Holdings, at a ratio of 1 share of Galaxy Cosmos Mezz Plc for every 27 shares of Alpha Holdings already held by its shareholders. Following such share capital decrease, Alpha Holdings' total share capital amounted to €680,749,266.85 and the total number of shares remained unchanged, i.e. 2,347,411,265 ordinary shares with voting rights of a nominal value of €0.29 each. The amendment of article 5 of the Articles of Incorporation of the Bank was approved by virtue of decision no. 2676313ΑΠ/9.8.2022 of the Ministry of Development and Investments.

2022 Share Capital Increase of Alpha Holdings

The meeting of the Board of Directors of Alpha Holdings that took place on 26 October 2022 approved its share capital increase by €230,990.51 due to the exercise of stock options rights by 36 beneficiaries ('material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.29 per share, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolution of the Board of Directors dated 21 July 2022 and 26 October 2022. Following such increase in share capital, Alpha Holdings' share capital amounted to €680,980,257.36 divided into 2,348,207,784 common, registered shares with voting rights at a nominal value of €0.29 each. The Board of Directors at its meeting of 1 December 2022 verified the certification of payment of the funds of the share capital increase.

2022 Share Capital Increase of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 10 November 2022 approved the increase of its share capital by €9 million, through payment in cash and the issuance of new common, registered, voting shares, each of nominal value of €0.10 and set the offer price at €1.00 per New Share and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2837321ΑΠ/28.11.2022 of the Ministry of Development and Investments. The total difference between the nominal value and the offer price of the new shares, i.e. the amount of €81,000,000, was registered to a special account under the title "issuance of shares above par value". The said share capital increase was fully subscribed and paid for by Alpha Holdings, whilst the Board of Directors at its meeting of 15 December 2022 verified the certification of payment of the subscription funds.

2022 Share Capital Decrease of the Bank

The Self-Convened Extraordinary General Meeting of the Bank that took place on 7 December 2022, approved the decrease of its share capital by the amount of €519,799,924.61, by decreasing the nominal value of each ordinary share issued by the Bank by €0.01 and forming a dedicated reserve equal to €519,799,924.61, and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2861694ΑΠ/22.12.2022 of the Ministry of Development and Investments.

2023 Share Capital Increase of Alpha Holdings

The meeting of the Board of Directors of Alpha Holdings that took place on 26 January 2023 approved its share capital increase by €203,227.07 due to the exercise of stock options rights by 84 beneficiaries ('material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.29 per share, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021 and 26 January 2023. Following such increase in share capital, Alpha Holdings' share capital amounted to €681,183,484.43 divided into 2,348,908,567 common, registered shares with voting rights at a nominal value of €0.29 each. The Board of Directors at its meeting of 23 February 2023 verified the certification of payment of the funds of the share capital increase.

The meeting of the Board of Directors of Alpha Holdings that took place on 28 September 2023 approved a share capital increase by €808,840.16 due to the exercise of stock options rights by 50 beneficiaries (so-called 'material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.29 per share, whereby the difference between the offer price and the nominal value of 2,648,860 shares, amounting to a total of €26,488.60, was credited to the special account under the title "issuance of shares above par value", pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021, 21 July 2022 and 15 December 2022. Following such increase in share capital, Alpha Holdings' share capital amounted to €681,992,324.59 divided into 2,351,697,671 common, registered shares with voting rights at a nominal value of €0.29 each. The Board of Directors at its meeting of 8 November 2023 verified the certification of payment of the funds of the share capital increase.

HFSF Shareholding

On 13 November 2023 the HFSF announced that it had agreed to sell its entire stake in the Issuer, namely 211,138,299 common registered shares, corresponding to just under 9 per cent. of the Issuer's paid-up share capital and voting rights, to UniCredit, pursuant to a share purchase agreement entered into between HFSF and UniCredit on 12 November 2023. On 14 November 2023 the Issuer received notification from the HFSF and UniCredit that the sale and transfer of the said shares had been completed.

Share Buyback

On 9 November 2023 Alpha Holdings, following (a) the resolution of its Ordinary General Meeting of Shareholders dated 27 July 2023 (the "**General Meeting**"), by virtue of which the establishment of a share buyback programme for acquisition by Alpha Holdings of own existing common, registered, dematerialised shares, with voting rights, pursuant to the provisions of article 49 of Law 4548/2018 (the "**Programme**") and the granting of relevant authorisations to the Board of Directors were approved, (b) the approval granted by the SSM on 28 September 2023 under articles 77 and 78 of CRR, and (c) the resolution of its Board of Directors dated 8 November 2023 (the "**Board Resolution**"), announced to the investing public the commencement of the implementation of the Programme. The maximum number of shares to be acquired under the Programme amounts to 35,000,000 shares, a number corresponding to up to 1.5 per cent. of Alpha Holdings' paid-in share capital, with an acquisition price range per share from a minimum of €0.29 to a maximum of €3.00, during a period of 24 months, starting from the day immediately after the day of the Programme's approval by the General Meeting, i.e. until 27 July 2025, subject, however, to a renewal of the ECB's approval for the implementation of the Programme after 28 September 2024. Alpha Holdings also announced that the share buybacks will be carried out in the stock market and through a third-party broker that will be appointed as lead manager of the Programme, pursuant to article 4 par. 2 (b) of the Commission Delegated Regulation (EU) 2016/1052, and will make trading decisions concerning the purchases of Alpha Holdings shares under the Program independently of Alpha Holdings.

On 21 December 2023 Alpha Holdings announced that, during the period between 13 December 2023 and 20 December 2023, it had purchased through Goldman Sachs 4,118,794 of its own shares, at a total cost of €6,369,966.19.

On 27 December 2023 Alpha Holdings announced that, during the period between 21 December 2023 and 22 December 2023, it had purchased through Goldman Sachs 1,737,000 of its own shares, at a total cost of €2,626,263.

Following the above repurchases, Alpha Holdings had purchased through Goldman Sachs 5,855,794 of its own shares, at a total cost of €8,996,229.19, completing the purchases of own shares based on the ECB approval granted until 28 September 2024.

On 24 July 2024 the Ordinary General Meeting approved the distribution in cash of the amount of €61,133,013 to the shareholders of Alpha Holdings through the cash payment of €0.026 per share, in accordance with the legal and regulatory framework currently in force, and authorised the Board of Directors to proceed with the implementation of the aforementioned process.

Furthermore, the Ordinary General Meeting approved the amendment of the Programme and, in particular, the increase of the maximum number of own shares that may be acquired under the Programme up to 3.0 per cent. of Alpha Holdings' paid-in share capital, i.e. a total of up to 70,000,000 own shares, and authorised the Board of Directors of Alpha Holdings to proceed with all necessary actions for the implementation of the above.

The above is part of the overall proposal for distribution to Alpha Holdings' shareholders and, in addition to the distribution in cash of €61,133,013 in the form of a dividend as mentioned above, provides for the application of an amount of €61,133,013 for the acquisition of own shares under the Programme and subsequently their cancelation, thus increasing the value per share. Moreover, it should be noted that the cancelation of the own shares that will be acquired by using the aforesaid amount of €61,133,013 has been approved by the ECB under Article 78 of CRR by virtue of its decision dated 5 June 2024.

Share Capital Increase in 2024

On 31 January 2024, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €331,187.54, in accordance with par. 3 of article 113 of Greek Law 4548/2018, and pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021 and 21 July 2022, by 101 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 1,142,026 common, registered, dematerialised shares equal to a nominal value of €0.29 each, at an offer price of €0.29 per share, Following the above share capital increase in cash, the share capital of Alpha Holdings amounted to €682,323,512.13 divided into 2,352,839,697 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

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 (under G.E.MI. number 223701000 and Tax Identification Number 094014249) 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 Alpha Holdings is +30 210 326 0000 and the website of Alpha Holdings is https://www.alphaholdings.gr/en.

The registered address of the Issuer is 40 Stadiou Street, GR-105 64 Athens, Greece.

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 scope of business of Alpha Holdings as set out in Article 4 of its Articles of Incorporation is the following:

(a) the direct and indirect participation in domestic and/or foreign companies and undertakings that already exist or are to be established, of any form and object whatsoever;

(b) the design, promotion and distribution of insurance products in the name and on behalf of one or more insurance undertakings in the capacity of insurance agent in accordance with applicable legislation;

(c) the provision of supporting accounting and tax services to affiliated companies and third parties as well as the elaboration of studies on strategic and financial management; and

(d) the issuance of securities for raising regulatory capital.

In order to serve the scope of business described above, Alpha Holdings may in particular:

(a) establish branches in Greece or abroad, subsidiaries or undertakings and form joint ventures in Greece or abroad;

(b) participate in any company or undertaking of any form whatsoever, newly-established, operating or not, in Greece or abroad;

(c) cooperate in any way and conclude any kind of agreements with any natural or legal person or organisation; and

(d) guarantee and issue letters of guarantee in favour of companies in which it participates, and/or provide loans or credit of any form to the companies in which it participates as well as carry out any kind of action, operation or transaction which, directly or indirectly, is pertinent, complementary or auxiliary to serving its scope of business.

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.

In the third quarter of 2022, the Executive Committee, which is the ultimate decision maker on the basis of which segment performance is targeted, monitored and assessed, decided to proceed to the change of the operating segments through which it manages the Group's activities in order to be consistent with the organisational and

operational changes that resulted from the implementation of the Group's transformation programme. The allocation of activities to the new operating segments reflects a customer-centric approach with emphasis on client asset management operations, the operation of the international business network and the management of NPEs.

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 and small and very small companies operating in Greece. This unit offers all types of deposit products (saving accounts, current accounts, term deposits, etc.), debit and credit cards, credit facilities (mortgages, consumer, business loans, leasing products, factoring services, letters of guarantee/letters of credit, etc.). It also includes insurance and bancassurance products.

Wholesale Banking

This unit includes all medium-sized and large companies, including shipping corporations and other enterprises. The Wholesale Banking unit offers working capital facilities, corporate loans, project financing on a non-resource basis for large projects, either on a bilateral or a syndicated basis inland and abroad, leasing products, factoring services, letters of guarantee/letters of credit, etc. It also offers investment banking services through its three pillars of Capital Markets, Financial Advisory Services and Real Estate Investment Services. Furthermore it includes the execution of trading activities in the interbank market (FX, bonds, derivatives, money market, etc.).

Wealth Management

This unit includes wealth management services offered to all client segments through the Private Banking units, the subsidiaries Alpha Finance and Alpha Asset Management M.F.M.C. as well as revenues from the sale and management of mutual funds.

International

This unit includes all products offered through the international network in Cyprus, Romania and United Kingdom.

Non-performing Assets

This unit includes the management of non-performing assets within the Group, as well as any company established to manage these assets and related real estate. In addition, participations and shares from loan recoveries are included.

Corporate Centre

This unit includes activities under the management of the Chief Investment Officer related to the Group’s liquidity, funding, capital, structural interest rate and foreign exchange risks, as well as investments in non-commercial assets (including securities at amortised cost and investment property). This segment also includes other Group operations not allocated to specific operating segments, as well as intersegment eliminations.

Retail Banking

The Bank is a major participant in the retail banking sector in Greece and as at 30 June 2024 had a domestic network of 251 branches and seven private banking (customer service) centres. Each Greek branch network is supported by a nationwide network of 1,197 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 €0.8 billion at the end of June 2024 compared to the position as at 31 December 2023 (Source: *Bank of Greece, Bank Deposits*). The Bank's market share of retail deposits reached 20.77 per cent. at the end of June 2024, while the overall market share in Greek deposits at the end of June 2024 stood at 21.57 per cent. (Source: *Market Shares, Internal Report from Financial Planning and Control*).

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 €11.1 billion as of 30 June 2024, whereas for Greece they stood at €10.6 billion.

Lending to Individuals

The Bank maintains 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. Furthermore, in 2023, the Bank, in the context of its social policy, signed an operational agreement with the Greek State for its participation in the state co-financed social housing programme "My House" aimed at facilitating young Greek citizens to acquire their first residence, through low-interest housing loans.

Regarding consumer loans, the Bank offers, through its distribution network and web/mobile banking, 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 (such as purpose loans for car acquisition, educational purposes or home equipment) or other personal needs.

Further to the above, the Bank utilises a reliable network of partners, active in the field of car and other durable goods sales, to offer purpose loans.

In addition, in the context of the European requirements for sustainability and green growth, the Bank continues to support and enhance its wide range of green loans under the "Alpha Green Solutions" umbrella, which aim to meet needs such as the purchase or construction of energy-sustainable new homes, the energy upgrade of existing ones, and the purchase of an electric or hybrid car/motorcycle, on particularly favourable terms.

Moreover, in 2023, the Bank actively participated in state programmes aimed at reducing its energy footprint, such as the "Exoikonomo 2021" programme and the "e-Astypalea" programme.

As of 30 June 2024, the carrying amount (before allowance for impairment losses) of the Group's mortgage loans measured at amortised cost stood at €7.1 billion.

The Group's carrying amount of consumer loans (before allowance for impairment losses) carried at amortised cost amounted to €1.3 billion as of 30 June 2024.

Payment cards

The Bank has a leading position in the Greek cards market. The Bank's debit, credit and prepaid card portfolio exceeds four million cards. As regards credit cards, the Bank maintains a significant market share in terms of both billings and balances. As regards the total cards portfolio, the sales volume for the first half of 2024 was

approximately €6.6 billion, an increase of 10 per cent. compared to the first half of 2023, whereas outstanding balances amounted to €680 million as of 30 June 2024.

Wholesale Banking

Large Corporate

The Bank offers a variety of complementary banking solutions to large corporates with an annual turnover of at least €75 million, while coverage set-up is based in specialised and industry group experts.

These range from corporate and transactional banking solutions to investment products and services, short-term loan facilities (i.e. working capital), long-term solutions (i.e. term loans), project financing on a non-recourse basis for large projects, either on a bilateral or a syndicated basis, in Greece and abroad, letters of guarantees and leasing-factoring through the Bank's specialised affiliates. Cash management services are also offered to clients for collecting receivables, managing payables, managing cash, trade finance services, treasury and money market instruments (i.e. foreign exchange transactions).

The Large Corporate Units collaborate with a centralised and specialised team which arranges and participates in syndicated loans addressed to large-sized companies and also organises, on a bilateral basis, 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 medium-sized companies operating outside the hotel and hospitality sectors with credit limits over €1.5 million and/or annual turnover between €10 million and €75 million, as well as medium and large hotel and hospitality enterprises with credit limits over €1.5 million and annual turnover over €10 million.

In order to provide qualitative services and appropriate solutions to each client, customised expertise is divided between two areas, with the Commercial Banking Division serving the clients of the Greek mainland that operate in sectors outside of hospitality and tourism and with the Hospitality Division providing services to clientele located on the Greek islands, as well as to all companies operating in tourism and hospitality in Greece. As far as the Commercial Banking Division is concerned, there are seven business centres organised and located in several areas throughout the Greek mainland (Attica, Thessaloniki, Thessaly and Patra) so as to facilitate communication, cooperation and servicing of medium-sized companies that operate in sectors outside tourism and hospitality. Likewise, regarding the Hospitality Division, there are three offices located in Athens, Thessaloniki and Crete (Iraklion).

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 25 years, including providing specialised products and services (fund transfers, branch operations, hedging solutions, etc.) to Greek-owned ocean-going shipping companies and coastal shipping companies.

Despite the fluctuations in the freight markets and world economy, Greek shipowners continue to demonstrate their commitment and strong position in the shipping industry. Bank lending remains the main means of raising funds and the Bank will continue 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 (1,933 customers as at 30 June 2024), while securing low risk and acceptable return levels for its portfolio. As at 30 June 2024, total receivables from leasing (after allowance for impairment losses) amounted to €189 million (compared with €189 million at 31 December 2023). As at 30 June 2024, Alpha Leasing S.A. had 29 employees (compared with 29 at 31 December 2023).

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). Upon its establishment in 1995, ABC Factors Single Member S.A. was a pioneer of factoring services and 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 2024, the turnover of ABC Factors Single Member S.A. (amount of trade receivables) amounted to € 2.8 billion (compared to €2.64 billion for the same period of 2023). As at 30 June 2024, the company had 74 employees. ABC Factors Single Member S.A. is a full member of Factors Chain International (a global organisation for open accounts trade receivables financing) as well as of the International Trade and Forfaiting Association.

Investment Banking

The Investment Banking unit is comprised of three pillars (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, tender offers, public tenders and concessions and holds a leading position among the local investment banking units.

In particular Investment Banking provides underwriting and advisory services for the issuing and listing of corporate bonds on ATHEX. It also acts as issue adviser and coordinator on ECM transactions, such as initial public offerings and as sales agent and co-lead manager in private placements. It also provides services to listed companies for mandatory and voluntary tender offers and squeeze outs, as well in connection with share capital increases. Furthermore, the unit provides financial advisory services in complex privatisation projects and M&A advisory services to large clients in the private sector.

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 securities 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 Services S.A., the Bank's subsidiaries in South Eastern Europe and other external partners.

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 six exclusively designated Private Banking Market Areas and one Private Banking Market Area accommodating assets in Greece and abroad.

The unit, operating under the supervision of the Chief Wealth Management Officer 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 53 specialised and certified private bankers. As of 30 June 2024, the unit's total assets under management stood at €6.2 billion and 7,700 investment portfolios, contributing approximately €19.6 million in gross revenues.

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

- "InvestoR" Electronic Platform which provides flexibility and automation of the advisory investment process, in full compliance with MiFID II;
- the use of mobile devices (tablets) in the provision of private banking services, facilitating direct and personalised communication between the private banker and the customer;
- the 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;
- a set of three digital elements, e-Wealth Services, developed in the Bank’s e-Banking platforms (myAlpha Web & myAlpha mobile), establishing a new digital journey for clients allowing them to be in control of their portfolio and investment transactions anywhere, any time; and
- the 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, 2020, 2021 and 2022 and "Highly Commended" for 2023 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, the 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 2024, it enjoyed a market share of 23.45 per cent. in the domestic mutual funds industry (Source: *Hellenic Fund & Asset Management Association*), offering 38 mutual funds (€4.52 billion, as of 30 June 2024), domiciled in Greece and in Luxembourg, that cover all major asset classes and geographies. As of 30 June 2024, total assets under management stood at €5.4 billion, of which €892 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 Group's ESG Policy contains guiding principles to be applied by Alpha Asset Management M.F.M.C. to ensure that information on ESG risks and opportunities is appropriately incorporated into the investment management process.

Alphalife Insurance Company S.A.

Alphalife Insurance Company S.A. is a life insurance company (licensed 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 2024. Key figures for the period ended 30 June 2024 are: insurance premiums received of €157 million, assets under management of €1.1 billion and profits before income tax of €7.2 million.

As of the end of 2023 there was a commercial partnership framework in place in Greek to distribute UniCredit's asset management and unit-linked products to the Bank's 3,500,000 clients and creation of a joint venture in pension-saving products, with UniCredit becoming a 51 per cent. shareholder in Alphalife Insurance Company S.A.

Alpha Finance Investment Services Single Member S.A.

Established in 1989, Alpha Finance Investment Services Single Member S.A. ("**Alpha Finance**") holds a distinguished position as one of the longest-standing members of the ATHEX. Operating under the regulatory purview of the Hellenic Capital Market Commission (HCMC), Alpha Finance serves as a comprehensive investment service provider. Its core offerings encompass, but are not limited to, brokerage services for domestic and international equities and derivatives, alongside research for Greek listed companies. Alpha Finance is a direct member of the ATHEX (stocks, derivatives & energy markets) and the Cyprus Stock Exchange. Alpha Finance actively contributes to market liquidity by acting as a market maker for the ATHEX stock and derivatives markets. It is a wholly-owned subsidiary of the Bank.

For the six-month period ended 30 June 2024, Alpha Finance reported profit after tax of €2.2 million compared to €0.2 million for the period ended 30 June 2023. Revenues from commissions as of 30 June 2024 increased by 23 per cent. compared to the period ended 30 June 2023, to reach €6.5 million. Shareholder's equity as of 30 June 2024 stood at €54.5 million compared to €52.3 million on 31 December 2023.

Global Markets and Treasury

Global Markets and Treasury includes the following separate divisions: Treasury Division and Trading and Treasury Sales Division. The Trading and Treasury Sales division participates in the interbank spot, money, bond and derivatives markets, is responsible for covering client’s needs in the relevant products and expanding the product palette offering in all 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 responsible for the cash and liquidity management of the Bank, for the debt management of the Bank’s wholesale issuances, and maintaining and expanding correspondent banking relationships in order to enhance payments and trade business.

International

The Group is active in South Eastern Europe and has a presence in Cyprus and Romania. It has a presence in the United Kingdom through the Bank's subsidiary Alpha Bank London Limited and, 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. As at 30 June 2024, the Group had a total of 14 branches and 489 employees mainly in Cyprus, the UK and Luxembourg.

As at 30 June 2024, loans and advances to customers (gross) reported under the International segment (Cyprus and the UK) amounted to €1.4 billion corresponding to 3.8 per cent. of total gross loans and advances to customers

of the Group on a consolidated basis, while due to customers amounted to €3.4 billion corresponding to 7 per cent. of total due to customers of the Group on a consolidated basis.

Other Activities

Alpha Real Estate Services S.A.

Alpha Real Estate Services S.A. (formerly 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 100 per cent. owned subsidiaries, Alpha Real Estate Services S.R.L., Alpha Real Estate Bulgaria E.O.O.D. and Alpha Real Estate Services L.L.C.

The main objective of Alpha Real Estate Services S.A. is to manage and value real estate properties as well as the rights relating to real estate owned mainly 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 both affiliated entities and third parties. Regarding its property management services, brokerage, property valuation, investment appraisals, project management and evaluation of property development projects, Alpha Real Estate Services S.A. has been certified with ISO 9001. Similarly for the GHG emission management the company holds an ISO 14064 certification.

Moreover, the company owns 18.42 per cent. of the share capital of Propindex S.A., a company which creates, calculates and produces indexes and ratings 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 2024, total assets under the Bank's custody were approximately €11.1 billion as follows:

- the value of the institutional clientele's portfolio amounted to approximately €7.2 billion, while the fee and commission income from 1 January 2024 to 30 June 2024 amounted to approximately €2.8 million. The main categories of institutional clients under custody are insurance companies, institutions for occupational retirement provision, banks and asset management companies; and

- the value of the retail clientele's portfolio amounted to approximately €3.9 billion while the portfolio maintenance commissions between 1 January 2024 to 30 June 2024 amounted to approximately €1.1 million.

NPE Management

The Group has set as a key priority the effective management of NPEs, as this will lead not only to the improvement of the Group’s financial strength but also to the restoration of liquidity in the real economy, households and productive business sectors, contributing to the development of the Greek economy in general.

As a result of the dedicated effort towards achieving the NPE target, total NPEs in the first half of 2024 decreased by approximately €0.5 billion compared to 31 December 2023, and therefore the NPE ratio reduced to 4.7 per cent. as at 30 June 2024.

The organic reduction effort focused particularly on long-term restructuring solutions, while the overperformance result in the curing effort led to surpassing the 30 June 2024 target. Targeted campaigns and new product offerings also contributed to the positive results of the organic deleveraging in the first half of 2024, an effort that will continue throughout 2024.

Despite the increase in NPE inflows in the first quarter of 2024 by €110 million due to the prudential requirement on Greek government guaranteed loans, the total NPE reduction through organic actions in Greece during the first half of 2024 stood at approximately €0.1 billion, significantly exceeding the respective NPE plan targets.

Furthermore, portfolio sales remain pivotal in accelerating the NPE deleveraging of the Group. The Group plans to upsize its portfolio sales effort over the coming quarters and during the first half of 2024 classified the following NPE perimeters as assets held for sale:

- An NPE portfolio with a total gross book value of approximately €0.1 billion (Project GAIA I – top up);
- An NPE portfolio with a total gross book value of approximately €0.3 billion (Project GAIA II); and
- A Cypriot NPE portfolio with a total gross book value of approximately €0.1 billion.

As the macro challenges continue throughout 2024 the Bank intends to capitalise on the proactive management framework, leveraging knowledge and experience, upon the most sensitive parts of its loan portfolio. This, along with the improved internal data analysis and enhanced servicing practices (through Cepal Hellas), will assist the Bank in its aim to:

- successfully defend the strong credit standing of its loan book; and
- further reduce NPE inflows and achieve its ambitious NPEs deleveraging targets.

The Bank, through a series of organic NPE management actions will aim to significantly reduce NPEs for the period 2024 to 2026 in accordance with its most recent business plan. These initiatives are expected to lead to a significant reduction in the cost of risk as well as to the operating expenses related to NPE management.

The Bank's full commitment towards the active management and reduction of NPEs over the business plan period 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 396 branches as at 30 June 2024, which includes approximately 251 retail branches in Greece, seven Private Banking customer service centres in Greece and 145 retail branches outside Greece.

Digital Banking

In the first half of 2024, the Bank continued to invest in its people, in enhancing its digital services, and evolving its technological infrastructure. The Bank introduced innovative digital products, expanding the options available to both individual and business customers through its digital channels.

The contribution of digital channels to the total transaction volume remained steady at 97 per cent. Additionally, the number and value of transactions conducted via e-Banking increased by 14 per cent. and 10 per cent., respectively, compared to the first half of 2023. This growth reflects the Bank’s customers' ongoing trust in the Bank's digital services and the success of its digital strategy. Notably, one in three customers opted to sign up for e-Banking online via the myAlpha Mobile App or the myAlpha Web login page for individual users.

During the same period, the Bank continued to expand its product and service options for both individual and business customers. More specifically:

- two new transaction packages, myAlpha Benefit Advanced and myAlpha Benefit Premium, were offered through e-Banking for individuals, complementing the already available myAlpha Benefit Standard package to meet the significant, diverse transactional needs of customers;

- account closure via e-Banking for individuals was introduced, a significant tool for facilitating customers' daily lives; and

- privileged account opening was launched on the myAlpha Mobile App and myAlpha Web for individuals, significantly relieving the branch network.

In May 2024, the myAlpha Quick consumer Loan was made available to customers with an e-Banking subscription via the Skroutz.gr e-commerce platform, enabling them to carry out their purchases in an easier manner, with more such collaborations scheduled to follow.

Two new transaction packages for businesses, myBusiness Benefit Standard and myBusiness Benefit Advanced, were also offered via e-Banking, providing significant financial benefits to businesses.

As IRIS payments became mandatory for freelancers and sole proprietorships, the Bank further implemented QR code issuance, facilitating use from mobile devices, allowing customers to receive immediate payments to their corporate account up to €10,000 daily.

The security of the Bank’s systems and safety of its customers and their transactions is a priority for the Bank. Thus, in 2024, the Bank continues to systematically invest in creating and applying mechanisms to protect against electronic fraud. Specifically, in May 2024, the option to temporarily deactivate the e-Banking subscription due to suspected fraud was made available to customers through myAlpha Web for individuals, enhancing both customers' response methods, as well as the sense of security in the bank's digital services. At the same time, rules for access by authorised users to myAlpha Web for business were reinforced for maximum transaction protection.

As both education and continuous customer support contribute to creating a comprehensive digital banking experience and developing valuable relationships, the e-Banking walkthrough team actions continued in the first half of 2024. Specialised staff educate customers daily through personalised appointments (video calls) on using e-Banking and the security of digital transactions, improving their overall experience with the Bank’s digital services and the Bank.

The Bank’s efforts to develop its digital services are also confirmed by the significant distinctions the Bank has received in the field of digital banking. These include:

- myAlpha Vibe - Product of the Year 2024: the Bank was honoured with the Product of the Year award in the "Services" category for myAlpha Vibe, an innovative online product that allows parents to give pocket money digitally to their children via mobile at any time. Children can use their digital pocket money via a virtual prepaid card and a dedicated application, for contactless transactions in Greece and abroad, with parents having complete visibility and control.

- Digital Bank of the Year: the Bank was honoured as Digital Bank of the Year at the Digital Finance Awards 2024, winning five additional awards: Best Mobile App (Gold), Best Payments and Transactions Processing Digital Initiative (Gold) for the Bizpay application, Best Digital Product Launch (Gold) for myAlpha Vibe, Best Card Digital Initiative (Gold) for acquiring a credit card through e-Banking, and Best Corporate Financing Initiative (Silver) for myAlpha Web for business users.

- Mobile & IoT Awards 2024: The Bank received three awards, with myAlpha Vibe winning Gold in the "Digital Innovation through Mobile" category, the myAlpha Mobile app winning Silver in the "Banking & Finance" category, and the Bonus app winning Bronze in the "Use of Mobile for Customer Loyalty" category.

ATM Network and Automated Payment Systems

In the first half of 2024, the Bank continued to invest in self service banking, so customers choosing to visit the Bank's branches could handle their simple daily transactions through ATMs and the automated payment systems network.

The following actions have been taken:

- replacement of the ATM fleet with state-of-the-art machines, which completed at the end of 2023, has offered significant benefits such as faster transactions, reduced waiting times, improved user experience, and an advanced security mechanism;
- emphasising accessibility for all of the Bank's customers, resulting in the voice guidance service for visually impaired users seeing an 18 per cent. increase in usage compared to the corresponding period in 2023; and
- a new system was integrated into the ATM network offering online fault monitoring and dispute resolution, aiming for faster problem detection and resolution and, consequently, increased network availability.

Overall, the transaction volume through the ATM network remained stable at the same levels as the previous period, while there was a 5.6 per cent. increase in the value of cash deposits, highlighting the stable course and value of the Bank's network.

Similarly, the Bank continues providing the ability to carry out transactions via the expanding automated transaction centres, available in almost every branch. Specifically, 98 per cent. of the branch network runs at least one automated transaction centre, enabling customers to make deposits and cash payments with an Alpha Bank card, further facilitating autonomous customer service for numerous transactions.

Alpha e-statements

During 2023, the promotion of digitalisation through the modification of the Alpha e-statements Service continued for all credit card and account holders. Customers are prompted to monitor their transactions through the myAlpha Web and myAlpha Mobile services. An email notification is sent on a monthly basis, as a reminder and in order to urge customers to check their transactions. For card products the e-statement penetration remains higher than 50 per cent. as of 30 June 2024.

Donations for Social Purposes

e-Banking supports donations to more than 70 different social purpose organisations.

Strategy

During an Investors' Day event held on 7 June 2023, the Bank unveiled its 2023-2025 Strategic Plan, laying the foundations for creating value and empowering growth, by leveraging on the identity of its franchise, its distinctive positioning in highly specialised and profitable segments, its long-standing commitment to create shareholder value and its track record in delivering on its promises.

The 2023-2025 Strategic Plan announced was based on six clearly defined pillars that aim to drive profitability across the Group's business units as outlined below.

Boost digital and focus on high-value segments in Retail

- Enhance productivity through investment in automation and advanced analytics capabilities.
- Streamline administration and sales fulfilment through new sales platforms and automation processes.

- Migrate mass offering to digital channels and leverage third parties to distribute products.

- Offer comprehensive digital banking experience for services and core products including onboarding, leverage strong relationships with third parties and extend digital products distribution through e-commerce and other platforms.

- Enable higher value creation through value propositions tailored to different segment needs. Leverage growing partners' ecosystem for small business clients and introduce wealth advisory services for top-tier affluent clients.

- Sharpen focus and allocate additional resources to high-value customers and interactions, increasing revenues and improving customer experience. Increase the share of relationship managers among branch staff and offer fully remote relationship managers for high-value digital-only clients.

Revamp service model to increase penetration in Wealth

- Scale and extend wealth management 'engine' to support accelerated growth beyond domestic private segment and capture entire spectrum of addressable wealth customer base.

- Reinforce advisory services, upgrade product suite to cater for all segments (Private, Affluent, International) and trends, expand commercial playbook and training to cover entire front-end salesforce, and pave the way to launch a new offshore wealth offering.

- Tailor investment proposition to each segment, with the right profile and structures pertaining to the specific client needs and expectations.

- Cater to Private Banking clients looking for bespoke and sophisticated solutions, Affluent and Emerging-Affluent clients looking for light-discretionary management services, and clients in our international network seeking for a fine-tuned offering.

- Invest in technology and modernise our service model to promote the optimal route for each customer journey. The Bank will use a single unified digital platform, develop end-to-end digital customer journeys for all segments, and differentiate its service model by segment and customer persona, with greater human involvement for large portfolios. The Bank's target is to interact with 30 per cent. of its clients in an entirely digital format.

Consolidate leadership position in Wholesale

- Reinforce leadership position in the lending market, while ensuring adequate returns for the capital employed.

- Increase lending penetration through focused commercial coverage, extend structuring proposition across segments, continue investing in knowledge for key sectors (such as hospitality) and in new trends (including sustainability) and improving the lending journey for customers.

- Strengthen offering to grow service business and grow fee revenues.

- Refresh portfolio segmentation and pricing, add new products to digital palette, digitise key modules and launch targeted commercial campaigns to increase fee penetration.

- Refine the operating model to increase productivity aiming to increase revenues per relationship manager. The Bank will target this by upgrading internal tools to gain productivity, fine tuning target

setting processes and incentives to stimulate cross-selling, and strengthening the talent pool through hiring, training, and performance management.

Improve return on deployed capital in International

- Gain further scale in Retail by playing to the Bank's strengths. Accelerating lending momentum through new digital platforms to grow mortgage and increase originations for small businesses and leverage on our strengths (payments, wealth) to grow fee income.

- Reposition the Bank as a reliable partner for business investments. Leverage the Group's expertise on structured finance projects, targeting specific segments (such as energy and manufacturing) and products, and accelerating selected products for SMEs, including factoring.

- Transform the Bank's operations through people management, digitisation, and automation. The aim of this transformation will be to digitise low value-added customer operations, automate critical credit processes and enhance the productivity and effectiveness of staff through training, performance frameworks and retention schemes.

Maintain balance sheet resilience

- Continue to selectively grow lending book while maintaining strong levels of liquidity. The Bank intends to further reduce its Group NPE ratio while improving the coverage ratio (within a contained cost of risk ratio) and maintaining a loan-to-deposit ratio below 80 per cent. across the duration of the plan.

Leverage ESG as a value creation lever

- Scale-up sustainable finance strategy to meet full market potential and deliver on firm ESG commitments. Incorporate ESG criteria in remuneration and risk-management framework and fully integrate sustainable finance strategy across business and operating model.

The strategic pillars are underpinned by an ongoing commitment to maximising the potential of the Bank's staff while elevating digital and data capabilities. The Bank will continue to invest in developing a market-leading employee value proposition and will focus on the ambition to digitise the full spectrum of the customer journey.

RISK MANAGEMENT

Risk Management Framework

The Group has established a framework for the thorough management of risks, based on best practices and regulatory requirements. This framework, based on common European legislation and the current system of common banking rules, principles and standards, is improving continuously over time and is applied in the daily conduct of the Group's activities within and across borders, making the corporate governance of the Group effective.

Since November 2014, the Group has fallen under the responsibility of the SSM, the financial supervision system which involves the ECB and the Bank of Greece, and as a significant banking institution is directly supervised by the ECB. The SSM operates jointly with the EBA, the European Parliament, the Eurogroup, the European Commission ("**EC**") and the European Systemic Risk Board ("**ESRB**") within the scope of their respective competencies.

The Group's approach constitutes a solid foundation for the continuous redefinition of the 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 potential impacts of the development strategy activities on the definition of risk appetite limits, so that the relevant decisions combine 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 appetite responsibilities among the Group units.

Specifically, the Group, taking into account the nature, the scale and the complexity of its activities, as well as the risk profile, develops a risk management strategy based on the following three lines of defence, which are the key factors for its efficient operation.

- First line of defence units (process owners) have the primary responsibility to own and manage risks associated with day-to-day operational activities;

- Second line of defence units, comprising the areas of the Chief Risk Control Officer, the Chief of Compliance, the Chief Credit Officer, as well as the Risk Models & Data Validation functional area. These are independent from each other and from the other lines of defence. These areas report to the Chief Risk Officer, who reports to the Risk Management Committee of the Board of Directors of Alpha Holdings (the "**Risk Management Committee**"). Their function is complementary to conducting banking business of the first line of defence in order to ensure objectivity in the decision-making process, to measure the effectiveness of these decisions in terms of risk undertaking, to design and execute on the risk control strategy and to comply with the applicable legislative and institutional framework, by monitoring internal regulations and ethical standards as well as to display and evaluate the total exposure of the Bank and the Group to risk, based on established guidelines; and

- internal audit constitutes the third line. As an independent function it reports functionally to the Board of Directors through the Audit Committee.

Risk Management Governance

The Board of Directors of Alpha Holdings has the ultimate and overall responsibility for the Group and defines, oversees and is accountable for the implementation of the governance arrangements within the Group that seek to ensure effective and prudent management of the Group. The Board of Directors of Alpha Holdings is responsible for the approval of the risk and capital management strategy, ensuring alignment with the business objectives of Alpha Holdings and the Group, as well as the Group's risk appetite framework and statement, considering also ESG risks and the regular monitoring of their implementation, with the support of 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 Alpha Holdings' Board of Directors – Risk Management Committee*".

The Risk Management Committee convenes at least on a quarterly basis and recommends to the Board of Directors the approval of the Group's risk profile as well as the risk and capital management strategy, ensuring alignment with the business objectives of Alpha Holdings and the Group.

Furthermore, the Risk Management Committee 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 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.

The Group Chief Risk Officer ("**CRO**") 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 loan exposures, loans overdue by 90 days or more, NPEs and the monitoring of key performance indicators 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 Business Areas

The following Risk Management business areas operate under the supervision of the Group Chief Risk Officer, and have responsibility for the immediate implementation of the risk management framework in accordance with the guidelines of the Risk Management Committee:

I. Chief Risk Control Officer
    i. Credit Risk and Enterprise Modelling
    ii. Credit Control
    iii. Non-Financial Risks Control
    iv. Climate, ESG and Enterprise Risk Management
    v. Market Risk Control

II. Chief Credit Officer
    i. Wholesale Credit
    ii. Retail Credit

III. Risk Models and Data Validation
    i. Data Validation
    ii. Credit Risk Models Validation
    iii. Market Risk Models Validation
    iv. Non-financial Risk Models Validation

Committees

Risk Management Committee

For more information on the Risk Management Committee, please see the section entitled "*Directors and Management – Committees of Alpha Holdings' Board of Directors – Risk Management Committee*".

The Committee consists of no fewer than three Members. The exact number of the Members of the Committee is determined by the Board of Directors or the General Meeting of Shareholders. All Committee Members are Non-Executive Members of the Board of Directors, the majority of whom are Independent. 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 an Independent Non-Executive Member of the Board of Directors with significant experience in the financial 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 have prior experience in the financial services sector and, individually and collectively, appropriate knowledge, skills and expertise concerning risk management and control practices. One Member is in charge of overseeing ESG risk issues, who will provide the Corporate Governance, Sustainability and Nominations Committee with a briefing on ESG-related discussions held at the Committee and will exchange information regularly with the Member in charge of overseeing ESG issues of the Corporate Governance, Sustainability and Nominations Committee for efficient coordination.

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, Sustainability and Nominations Committee. The tenure of the Chair of the Committee should not normally exceed six years cumulatively from the time of his/her election. To the extent possible, changes to the Committee's composition shall occur in a staggered manner.

The Risk Management Committee convenes at least on a quarterly basis and may invite any Member of the Group's Management or Executive to attend its meetings. The CRO is a regular attendee of the Committee meetings and has unhindered access to the RMC Chair and the Members of the Committee. The CRO, while administratively reporting to the CEO, reports functionally to the Board of Directors through 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 Alpha Holdings 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 Alpha Holdings and the Group;

- ensuring that Alpha Holdings and the Group adopt a well-defined risk appetite statement and framework, which are embedded across the organisation and cascade into limits per country, sector, and business area. The Committee ensures that the Group's strategy, budget process, capital and liquidity planning and remuneration framework are aligned with the risk appetite framework and that Alpha Holdings adequately embeds ESG risks in the overall risk appetite statement and framework, business strategy and risk management framework;

- overseeing the adequacy and effectiveness of the risk management policies and procedures of Alpha Holdings and the Group;

- overseeing the implementation of effective mitigating and corrective measures, with regard to key areas of risk or risks exceeding the established thresholds, 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; and

- overseeing the effectiveness and performance of the CRO of Alpha Holdings.

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 Alpha Holdings and the Group;

- reviews and recommends annually to the Board of Directors for approval the Group's Risk Appetite Framework ("**RAF**") and statement, considering also ESG risks, i.e. the risks of any negative financial impact on Alpha Holdings stemming from the current or prospective impacts of ESG factors on its counterparties, such as climate-related risks, and ensuring alignment with the Group's strategic objectives and capital allocation;

- recommends to the Board of Directors for approval high-level policies on the management of 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 Alpha Holdings' IT infrastructure to record, report, aggregate and process risk-related information;

- on a quarterly basis, discusses a report by the CRO on Alpha Holdings' and the Group's risk profile and performance against the risk appetite statement for the relevant period, and the Key Risk Indicators set therein;

- reviews the annual Group Internal Capital Adequacy Assessment Process ("**ICAAP**") and the Internal Liquidity Adequacy Assessment Process ("**ILAAP**") and related target ratios and recommends their approval to the Board of Directors;

- collaborates with the Corporate, Governance, Sustainability and Nominations Committee and the Audit Committee as necessary on the effective oversight of the mitigation of certain key areas of risk, including climate-related or other ESG risks, and capital management and their repercussions on the Internal Control System. The Committee also convenes jointly with the Audit Committee to discuss and review issues relevant to the remediation plans connected to regulatory/supervisory assessments and certain non-financial risk or other issues of importance and common interest;

- 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 of recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the SREP conclusions; and
- reviews the availability of resources for the conduct of firm-wide stress tests, approves Alpha Holdings' firm-wide stress test scenarios, and considers the results of stress tests.

The Risk Management Committee periodically reviews reports on the implementation of risk policies and proposes to the Board of Directors amendments, modifications and corrective measures as necessary. In particular, the Committee, in coordination with the Audit Committee, takes into account relevant reports prepared by the Internal Audit Unit and the external auditors regarding:

- the observance and the effectiveness of risk management policies and procedures; and
- the observance and the completeness of policies and procedures regarding the impairment of assets and any possible alterations thereof during the fiscal year.

Compliance Function

The Compliance Function is part of the Internal Control System of the Bank and is led by the Chief of Compliance. The Chief of Compliance reports functionally through the Audit Committee to the Board of Directors and administratively to the Chief of Corporate Center and General Counsel. The Compliance Function is administratively independent and has unrestricted access to all data and information necessary to fulfil its assignments.

The main responsibilities of the Chief of Compliance include:

- managing the compliance risk of the Bank and monitoring the compliance risk of the Group companies;
- implementing the regulatory framework into the Bank's activities;
- assessing compliance with Group policies at Group level;
- representing the Bank before the competent authorities on compliance-related matters;
- preventing and combating money laundering and terrorism financing;
- preserving banking secrecy; and
- handling public authorities and third parties' requests.

Compliance Units have been set up and operate in major Group companies located in Greece and abroad, under the supervision of a Compliance Officer.

Internal Audit Function

The purpose of the Issuer's Internal Audit Function is to provide independent, objective assurance and consulting services designed to add value and improve the Group's operations. The aim of the Internal Audit Function is to enhance and protect organisational value by conducting risk-based audits, reviewing the internal governance arrangements, processes and mechanisms to ascertain that they are sound and effective, implemented and consistently applied and to provide objective assurance, advice, and insight.

The Internal Audit Function helps the Issuer accomplish its objectives by providing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes.

The Internal Audit Function conforms to the Institute of Internal Auditor's International Professional Practices Framework (IPPF). Furthermore, it applies the relevant regulatory framework, including Articles 15-16 of Greek Law 4706/2020 and the EBA guidelines on internal governance under Directive 2013/36/EU section 22.

The scope of internal audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Audit Committee and Board of Directors on the adequacy and effectiveness of governance, risk management, and control processes for the Issuer.

The Internal Audit Function, following a risk-based approach, independently reviews and provides objective assurance of compliance of all activities and functions of the Issuer, including outsourced activities as well as policies and procedures and with regulatory requirements. Each entity within the Group should fall within the scope of the Internal Audit Function.

The Internal Audit Function has established a quality assurance and improvement program that covers all aspects of the Internal Audit Function.

Specific Risks

Credit Risk

Credit risk arises from the potential failure of debtors or counterparties to meet all or part of their payment obligations to the Group.

The primary objective of the Group's strategy for credit risk management, in order to maximise the risk-adjusted return, is the continuous, timely and systematic monitoring of the loan portfolio and the maintenance of credit exposures within the framework of acceptable overall risk undertaking limits. At the same time, the conduct of daily business within a clearly defined framework of granting credit supported by specific credit criteria is ensured.

The Group's credit risk management framework is being developed based on a series of credit policy procedures as well as systems and models for measuring, monitoring and controlling credit risk. These models are subject to an ongoing review process in order to ensure full compliance with the current institutional and regulatory framework and their adaptation to the respective economic conditions and to the nature and extent of the Group's business.

The independent Risk Models and Data Validation unit is responsible for validating the credit risk, market risk, interest rate risk, liquidity and non-financial risk models and methodologies. From the second line of defence perspective, the Risk Models and Data Validation unit validates risk data aggregation processes and monitors the effectiveness of the data governance framework. More specifically, the Risk Models and Data Validation unit:

- recommends and updates the core principles and rules of the Group's Risk Models Validation Frameworks, in accordance with the supervisory requirements and best banking practices;
- challenges and evaluates whether the risk models are in line with regulatory guidelines and international best practices;
- ensures that the models are adequate to generate accurate, consistent and unbiased predictive estimates on an on-going basis;
- suggests specific actions and recommendations per validation aspect and sets an action plan based on the validation outputs;
- reports to the Chief Risk Officer and informs the Credit Risk Committee or other committees about the validation results;
- supervises the Validation Units of Group companies and provides guidelines for the compliance with the Group Validation Framework;
- reviews, from the second line of defence perspective, the effectiveness of the design of the data governance framework, in accordance with supervisory guidelines; and

- performs evaluations of the operational efficiency of data collection processes and defines risk monitoring and data quality performance indicators by drawing up an action plan to resolve them, in collaboration with the relevant business areas.

The Bank updates on a regular basis the credit policy manuals for its units in Greece and abroad so as to reflect local and international financial circumstances and to include all the necessary modifications and adjustments that are considered appropriate in order to enhance the management and monitoring of the credit portfolio. The credit committees' approval authorities are respectively reviewed on a regular basis both in Greece and in the countries abroad where the Bank operates.

Accordingly, and in order to further strengthen and improve the credit risk management framework, the following actions were implemented during the first half of 2024:

- Incorporation of ESG risk assessment in the credit approval process for business lending, at obligor, transaction and overall level per transaction.

- Update of the credit policy manual for Wholesale Banking, taking into account the regulatory guidelines on credit risk management issues and the Group’s business strategy.

- Update of the Group credit risk control framework in order to ensure compliance with credit risk policies at Bank and Group level.

- Enhancement of credit risk models, where needed, to keep them up-to-date and expand applicability.

- Update of the Group credit risk models validation framework in line with the recent regulatory guidelines and best practices, including qualitative and quantitative validation of significant increase in credit risk (SICR) criteria.

- Update of the credit rating system user’s manual in order to capture the new ESG implementations in credit rating systems (ABRS & CreditLens).

- Update of the concentration risk and credit threshold policy regarding the maximum acceptable credit limits for large business groups and the enhancement of the sector rating methodology.

- Update of the credit risk early warning policy regarding the classification of early warning triggers into material or non-material, the enrichment of early warning triggers as well as the incorporation of the new term ‘operating risk’.

- Periodic conduct of stress test exercises as a tool for assessing the impact of various macroeconomic scenarios on business strategy formulation, business decision-taking and the Group’s capital position. The stress tests are conducted in accordance with the requirements of the regulatory framework and constitute a key component of the Group’s credit risk management strategy.

- Benchmarking key risk indicators with the use of the EBA risk dashboard.

- A data quality validation framework has been developed to provide the necessary guidelines on data validation processes.

- Ongoing validation of risk models in order to ensure their accuracy, reliability, stability and predictive power.

On the commercial side (which includes corporates (large corporates, mid-caps, etc.), SMEs and small business portfolios), the Bank participates in government support programmes for new lending targeted at corporates, medium, small and very small businesses and entrepreneurs. The Bank also participates as intermediary in other national and supranational enterprise development programmes covering investment needs, working capital and other credit lines (for example: in collaboration with the European Investment Fund, InvestEU (Greece Compartment with RRF funds) loan guarantee facilities provided by the European Investment Fund; lending and

guarantee facilities in collaboration with the European Investment Bank; in collaboration with the Hellenic Development Fund (HDB) Business Growth Fund and Entrepreneurship Fund (TEPIX III) co-financing facilities such as liquidity co-financing loans (working capital), green and digitalisation investment co-financing loans, loans on General Entrepreneurship and guarantee facilities such as Innovation Guarantee Fund, DeLFI Guarantee Fund, HDB- EPWCF (ΤΜΕΔΕ) Guarantee Fund and guarantee facilities such as Entrepreneurship Fund (TEPIX III); and through the Greek National Strategic Reference Framework 2021-2027 and the Development Law 4887/2022).

These loan, guarantee and co-financing schemes usually include subsidised interest and/or management fees and other favourable financing terms (such as long maturity loans, grace periods on repayment, conversion credit lines, etc.) and allow the Bank to provide liquidity to performing borrowers at preferential terms, while taking on lower risk, thus containing the impact of the COVID-19 pandemic on credit quality deterioration.

The Group, taking advantage of the growth opportunities arising from the RRF programme, also participates in the Greek RRF programme and has developed a strategy for loans and grants schemes.

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 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.

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 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.

All foreign exchange banking book derivative transactions affect the overall net foreign exchange position.

These positions along with the hedged balance sheet items of the banking book affect the overall net foreign exchange position, which is considered as trading, is subject to trading limits and is monitored on an ongoing basis.

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). The interest rate gap incorporates assumptions about the interest rate run-off 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 run-off 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 the "Solely Payments of Principal & Interest" requirement under IFRS 9 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 takes place on a monthly basis examining the impact of unexpected economic losses caused by changes in interest rates.

According to EBA guidelines on interest rate risk arising from non-trading book activities published on 20 October 2022, the Bank implements limits on a consolidated basis in terms of both economic value and net interest income. 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 that affect future levels of a bank's own equity capital, while net interest income 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 net interest income 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 also 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).

Non-financial Risks

Non-financial risk is the risk of loss arising from inadequate or ineffective internal procedures, systems and people or from external events. Non-financial risks include legal risk, ICT risk, fraud risk, conduct risk, compliance risk, model risk, outsourcing risk, data risk and reputational risk.

The Non-Financial Risk and Internal Control Committee is responsible for the approval of the Group policy on non-financial risk management and has an oversight role in its implementation. The non-financial risk management policy is applicable to all units of the Group in Greece and abroad.

Non-financial risk events from all Bank units as well as Group companies are collected and recorded in the existing internal database, along with their financial impact. Data is used for the preparation of internal and regulatory reporting as well as the identification of loss patterns, and understanding of the Group's non-financial risk profile.

Consistent activities for assessment, monitoring and management of non-financial risk have been introduced in all Bank units. Based on the results of risk assessment, action plans are scheduled in order to mitigate critical non-financial risks. The Group has purchased several insurance policies such as bankers blanket bond, directors and officers liability and cyber crime in order to further minimise the Group's exposure to non-financial risks. In addition, the Group actively monitors its non-financial risk profile through dedicated units and appropriate governance structures. As regards the calculation of the regulatory capital requirements for non-financial risks, 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 repos/reverse customer repos 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 International Swaps and Derivatives Association and Global Master Repurchase Agreement contracts, which encompass all necessary netting and margining clauses. Additionally, for almost all active counterparties that are financial institutions, Credit Support Annexes ("**CSA**") 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.

Climate Related ESG Risks

The Group adopts a proactive approach to the management of ESG risks with particular emphasis on risks arising from climate and environmental change, which is a key component of its risk management strategy. Following the recommendations of the Task Force on Climate-related Financial Disclosures, the Group assesses current and upcoming environmental policies, legal requirements and regulatory guidelines relating to climate and the environment, in order to record and efficiently manage any transitional and physical risks related to its activities. In this context, the Group has developed a comprehensive action plan, submitted to the ECB in May 2021, in which it presented how the climate risk assessment would be incorporated in its operations and in the risk management process. The implementation of the plan began in June 2021, continued throughout 2022 and was enhanced, taking into consideration the requirements of the Climate Stress Test exercise and the feedback provided by the SSM in the context of the Thematic Review. Leveraging on the work already performed in 2022, the Group has proceeded with targeted implementations during 2023 and the first half of 2024, in accordance with Group's ESG plan commitments.

The Group, acknowledging the relevance and potential impact of the risks stemming from climate, environmental and social related factors, and especially climate change, and as part of its plan and in alignment with the respective external guidelines, has elaborated further on ESG incorporation into the risk identification and materiality assessment processes and in the overall risk management framework, and is committed to monitor, assess, and manage these risks going forward and further enhance its policies and procedures, where deemed necessary. More specifically, the following activities have been performed:

- the Group has enhanced its credit policy to incorporate the ESG obligor, transaction and overall (combination of obligor and transaction) assessment per transaction, into its credit approval process;
- the Group has developed a reputational risk policy which defines the main principles, processes and governance structure for effectively managing reputational risk exposures. The reputational risk policy also addresses reputational risk stemming from ESG factors;
- the Bank has updated its risk inventory that it maintains and evaluates to provide a comprehensive overview of the enhancements and progress achieved in climate and environmental-related risks in its risk registry; and
- the Group has updated its materiality assessment of ESG risks identifying the sectors that are most vulnerable to climate and environmental related risks. In alignment with the guidance across different sources such as the ECB, EBA and EC, the Bank considers climate and environmental risks as a theme, i.e. as a transversal risk, incorporating such factors as drivers of existing financial and non-financial risk categories in its risk management framework.

In the context of the materiality assessment performed for climate and environmental risks for each risk category, the following are noted:

- **Credit risk**: significantly impacted by transition risk events, both in the non-financial corporate portfolio and the retail portfolio secured by real estate. It is also considered to be materially affected by certain individual physical risk factors.
- **Non-financial risk**: based on historical data, non-financial risk is immaterially driven by ESG factors in the short run. The Bank will closely monitor ESG-related factors within non-financial risk, as they are evaluated as material in the medium/long run (for example, new regulatory requirements regarding greenwashing, increased physical risk due to extreme climate conditions).
- **Market risk**: currently assessed as immaterial to both transition and physical risks.
- **Liquidity risk**: there is no material effect from climate related and other ESG factors.

- **Reputational risk**: a separate evaluation is not required as it arises because of other risk types (i.e., a second-order impact). The materiality assessment of these types is sufficient to cover one-off (acute) events with reputational repercussions and longer-term brand value impacts in the context of strategic risk. Reputational risk is materially affected by ESG factors. Especially regarding legal risk, the Bank has introduced enhancements to better identify, manage, mitigate and monitor legal risk driven by ESG-related factors.

- **Business & Strategic risk**: currently assessed as materially affected by ESG factors, with manifestations through several drivers (for example, the Bank's inability to properly execute its strategy and changes in customers' demand of various Bank's products).

- **Other environmental risks**: from an inherent risk perspective, the Bank considers this risk to be material due to the size and sectoral allocation of its non-financial corporate loans portfolio. Following measures put in place, the residual risks associated with those environmental and social risk factors are considered immaterial on a portfolio basis. The Bank covers the other environmental risks through the exclusion list as well as the due diligence process that has been developed in alignment with international standards and enables the Bank to mitigate ex-ante environmental (and/or social) risks within its portfolio. Additionally, the assessment of other environmental factors will be enhanced in the context of the annual materiality assessment as well as through the collection of data from the obligor assessment questionnaire which captures certain aspects related to the factors.

- **Governance risk**: is currently considered to be material given the size of non-financial corporate loans portfolio and impact of this risk type. The Bank recognises significant variations in the management of governance-related topics across different companies and has established processes to identify and mitigate risks related to governance factors, therefore the associated residual risks are considered immaterial.

To address the aforementioned risks, the Bank has deployed a comprehensive strategic plan by carrying out the following key actions:

- identified, assessed, and prioritised the ESG issues related to its activities that may impact the Group’s operations and/or its stakeholders. Under this scope, an impact analysis of its loan portfolio has been performed by utilising the UNEP FI Principles for Responsible Banking tool and by conducting a Global Reporting Initiative materiality analysis, in order to understand the positive and the negative socioeconomic, environmental and social impacts of its portfolio. In 2023, the Group progressed with the identification of its most significant impact areas/topics which are associated with the portfolio of its subsidiary company in Cyprus, using the UNEP FI Principles for Responsible Banking tool. Results of the analysis will inform the subsidiary’s sustainability strategy and support the alignment with the Group’s sustainability strategy;

- implemented regular monitoring of ESG key performance indicators (such as percentage of disbursements to renewable energy sources over total disbursements to the energy sector, the gross disbursements aligned with the sustainable finance framework, the green asset ratio), which are monitored on a quarterly and annual basis to take corrective action, when needed. Furthermore, during 2023, the Bank further enhanced its Risk and Capital Strategy ("**RCS**") document by incorporating additional quantitative monitoring ESG indicators; and

- is in the process of developing science-based, sector-specific targets around its financed emissions, in alignment with the Paris Agreement on climate change and the net zero emissions target for 2050 and will incorporate them into its 2023-2025 Strategic Plan.

Moreover, the Group has already incorporated in its RAF a set of quantitative indicators and qualitative commitments regarding ESG risks. Specifically:

- the Bank integrated climate risks into its overall risk management framework. In terms of quantitative indicators, the Bank has defined several climate and environmental as well as social indicators designed to improve the sustainability of the portfolio which are included in its RCS document;

- in 2024, an enhanced credit assessment process is in place according to the "Climate related, Environmental, Social and Governance Risk Management Policy on Group's Business Lending" incorporating additional dimensions of climate related and governance risks;

- the Bank expanded its exclusion list (i.e. the activities that it does not finance) to encompass additional activities with environmental and social impact, according to the United Nations "Universal Declaration of Human Rights";

- the Group has enhanced its due diligence process with respect to the assessment of its customers' ESG/climate risk profile, through the collection of relevant information;

- the Bank integrated information on the Energy Performance Certificate ("**EPC**") of relevant real estate properties within its credit decision making process as well as each collateral valuation subject to EPC eligibility; and

- to mitigate reputational risk, the Bank designed a robust process that involves identifying and assessing the potential participation of its obligors in controversial activities.

Regarding ICAAP, the Bank has developed climate risk-specific methodologies to estimate the impact of climate scenarios under both the economic and normative perspective. The current methodologies focus on the impact of both transition and physical risks (flood and drought) on credit risk, as well as the impact on non-financial risk and business & strategic risks considering the relevant risk materiality assessment that has been performed.

In order to assess the impact of climate risk on the calculation of expected credit loss ("**ECL**"), detailed information on the ESG profile of the obligor and the collateral (for example, the location of collateral as well as information on EPCs) is being collected. The information has been incorporated into the respective data systems and methodological approaches are examined in the models for calculating the ECL. More specifically, the following are in progress:

- data collection regarding ESG related information of the obligor through the use of the inter-banking ESG platform;

- identifying ESG-related data needs, leveraging the data that will be collected from the obligor's assessment and supplementing it with additional information, where needed;

- further enhancement and recalibration of the Bank's ESG scorecards, leveraging the data above;

- the models assessing environmental, governance and social risks are validated in line with the updated Group credit risk models validation framework; and

- identifying enhancements or additions to the current set of models used for risk parameter estimation and prediction, in order to integrate ESG risks.

Additionally, the Bank has developed innovative scorecards, simplified and advanced (cross sector and sectorial), for environmental risks, providing differentiation by industry and depending on the size of the company (e.g. turnover) as well as scorecards for governance and social risks. These scorecards were developed and calibrated during 2023.

The Group continues to develop and implement its ambitious ESG workplan, aiming to enhance the sustainability of its business model and to ensure long-term value creation for its shareholders.

DIRECTORS AND MANAGEMENT

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, Sustainability and Nominations Committee) as well as the Executive Committee. The business address for all members of the administrative, management and supervisory bodies of Alpha Holdings (including each Member of the Board of Directors) is 40 Stadiou Street, GR-105 64 Athens, Greece.

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 (9) and a maximum of fifteen (15) Members (with only odd numbers of Members allowed, while an even number can be accepted temporarily for a justified reason), including Executive and Non-Executive Members in accordance with the provisions of the applicable legislation. 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 Alpha Holdings and may be re-elected and removed or replaced at any time.

Pursuant to Greek Law 4706/2020 (article 5), the Board of Directors consists of Executive and Non-Executive Members.

The Independent Non-Executive Members may not represent less than one-third of the total number of the Members. Should this number be a fraction, it is rounded down to the nearest integer.

Failure on the part of a Member to attend meetings of the Board of Directors for a total of six (6) months per year, without a valid reason, shall be construed as a resignation therefrom and such resignation shall be finalised as of the date of the resolution of the Board of Directors ascertaining the Member's failure to attend the Board meetings as above.

At the Board of Directors' meetings where the drafting of financial statements of Alpha Holdings is discussed or the daily agenda of which includes items, for the approval of which a decision by the General Meeting, by special quorum and a majority, is set forth in accordance with Greek Law 4548/2018, a quorum of the Board of Directors is achieved if at least two Independent Non-Executive Members are present. In the case of unjustified absence of an Independent Member at two, at least, consecutive meetings of the Board of Directors, such Member is considered to have resigned. Such resignation is ascertained by a decision of the Board of Directors, which proceeds with the replacement of the Member.

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 from among its Members the Chair and appoints the Chief Executive Officer ("**CEO**") by absolute majority of the present and/or represented Members. In addition, the Board of Directors may elect a Vice Chair or Vice Chairs, and/or appoint Deputy CEOs and/or Chiefs (General Managers) – Members of the Executive Committee and/or Chiefs (General Managers) who are not Members of the Executive Committee 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 the management, the administration of its property and the promotion of its scope of business in general. Indicatively, the Board of Directors is qualified to resolve on the issuance of all kinds of bond loans, with the exception of those which belong to 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.

The meetings of the Board of Directors are convened upon the invitation of the Chair of the Board of Directors or at the request of at least two 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, unless otherwise stipulated by Alpha Holdings' Articles of Incorporation or the law. In case there is no unanimous decision, the views of the minority shall be recorded in the minutes.

A Member who is absent from a meeting for any reason whatsoever may be represented by another Member of the Board of Directors the absentee has authorised via a letter, a telex, a cable, a telefax or an e-mail addressed to the Board of Directors. A Member of the Board of Directors may represent only one absent Member. The Board of Directors achieves a quorum and convenes validly when at least half of its Members plus one are present or duly represented. In any case, the number of Members personally present either physically, by videoconference or by teleconference may never be less than six (6). The quorum is determined using absolute numbers.

The capacity of the Members as Executive or Non-Executive is determined by the Board of Directors. The Independent Non-Executive Members are elected, according to Greek law on Corporate Governance, by the General Meeting of Shareholders. Under Greek Law 4706/2020 (article 5 par. 2), 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, as provided by article 9(4) of Greek Law 4706/2020.

The Board of Directors was elected by the Ordinary General Meeting of Shareholders held on 22 July 2022 and was constituted in body as per the Board resolution of 22 July 2022.

The Board of Directors, following a relevant recommendation by the Corporate Governance, Sustainability and Nominations Committee, as well as the assessment and review of the individual and collective suitability of the proposed Members, at its meeting held on 29 June 2023 resolved on the election of Ms. Diony C. Lebot and Mr. Panagiotis I.-K. Papazoglou as Independent Non-Executive Members of the Board of Directors of Alpha Holdings with effect as of 27 July 2023, in replacement of the Independent Non-Executive Members Messrs. Richard R. Gildea and Shahzad A. Shahbaz respectively, who have tendered their resignation with effect as of the same above-mentioned date, for the rest of the tenure of the above-mentioned Members who have tendered their resignation.

The Ordinary General Meeting of 27 July 2023, following a relevant proposal by the Board of Directors, resolved on the appointment of Ms. Diony C. Lebot and Mr. Panagiotis I.-K. Papazoglou, who fulfil the independence criteria according to article 9 of Greek Law 4706/2020, as Independent Non-Executive Members of the Board of Directors for the rest of the tenure of the Board of Directors of Alpha Holdings, as this was determined during their election by the resolution of the Ordinary General Meeting of Shareholders dated 22 July 2022.

The Members of the Board of Directors comply with the stipulations of article 83 of Greek Law 4261/2014 on the combination of directorships, as they do not hold more than one of the following combinations of directorships at the same time: (a) one Executive directorship and two Non-Executive directorships; and (b) four Non-Executive directorships, excluding directorships in organisations which do not pursue predominantly commercial objectives (e.g. non-profit, charities). It is noted that directorships held within the same group are regarded as one directorship (see table below under "Professional commitments of the Members of the Board of Directors").

The Board of Directors' tenure ends at the Ordinary General Meeting of Shareholders of 2026 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.

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.

In any case, the remaining Members of the Board of Directors may carry on with the management and representation of Alpha Holdings, 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 (3).

Board of Directors of Alpha Holdings

The following table sets forth the position of each Member and his/her status as an Executive, Non-Executive or Independent Non-Executive Member (as of the date of this Offering Circular).

Professional commitments of the Members of the Board of Directors (based on the composition of the Board of Directors as of 30 June 2024)	
Position	**Principal outside activities**
Chair-Non-Executive Member	
Vasileios T. Rapanos	•Member of the Board of Directors of the Foundation for Economic and Industrial Research (IOBE) •Chair of the Board of Directors of the Alpha Bank Cultural Foundation •Member of the Board of Directors of the Biomedical Research Foundation Academy of Athens (BRFAA)
Executive Members	
Vassilios E. Psaltis – CEO	•Member of the Institut International d' Etudes Bancaires (IIEB) •Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) •Member of the Board of Directors of the Hellenic Bank Association (HBA)
Spyros N. Filaretos – Chief of Growth and Innovation	•Member of the Board of Directors of Alpha Bank London Ltd •Chair of the Board of Directors of the Efstathia J. Costopoulos Foundation •Member of the Board of Directors of the Alpha Bank Cultural Foundation
Non-Executive Member	
Efthimios O. Vidalis	•Member of the Board of Directors of Titan Cement Company S.A. •Member of the Board of Directors of Eurolife FFH Insurance Group Holdings S.A. •President of the Executive Committee of the Hellenic Federation of Enterprises (SEV) and Member of the Board of Directors of SEV – Stegi Ellinikis Viomihanias
Independent Non-Executive Members	
Elli M. Andriopoulou	Chair and Managing Director of the Stavros Niarchos Foundation Cultural Center (SNFCC)
Aspasia F. Palimeri	Member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE)
Panagiotis I.-K. Papazoglou	•Member of the Executive Committee of the Foundation for Economic and Industrial Research (IOBE) •Vice-Chair of the Citizens' Movement for an Open Society
Dimitris C. Tsitsiragos	Member of the Board of Directors of Titan Cement International

Jean L. Cheval	•Member of the Board of Directors and member of the Audit and Risk Committee of EFG-Hermès •Member of the Board of Directors of Natixis Algérie •Chairman of the Natixis Foundation for Research and Innovation
Carolyn G. Dittmeier	•Member of the Board of Directors and/or Audit Committee of non-financial companies, such as Moncler SpA and Illycaffè SpA •Member of the Board of Directors, Chair of the Nomination Committee and Member of the Control and Risk Committee of ENI SpA
Elanor R. Hardwick	•Member of the Board of Directors of specialty (re)insurer Axis Capital, Member of the Human Capital and Compensation Committee and of the Corporate Governance, Nominating and Social Responsibility Committee •External member of the Audit Committee of the University of Cambridge
Diony C. Lebot	•Member of the Board of Directors of Ayvens (former ALD Automotive) •Member of the Board of Directors and Chair of the Audit Committee of EQT AB
Non-Executive Member	
Johannes Herman Frederik G. Umbgrove	•Member of the Supervisory Board and Chair of the Risk Committee and the Audit Committee of Lloyds Bank GmbH •Chair of the Supervisory Board and of the Nomination and Remuneration Committee, Member of the Risk and Audit Committee and of the Related Party Transactions Committee of DHB Bank N.V. (former Demir-Halk Bank (Nederland) N.V.) •Director of the Parel van Baarn Foundation •Member of the Management Committee of the Aston Martin Owners Club

Biographical Information

Below are brief biographies of the Members of the Board of Directors.

Members of the Board of Directors

Chair (Non-Executive Member)

Vasileios T. Rapanos

Chair of the Board of Directors since May 2014.

Nationality: Greek

Born in Kos, Greece, in 1947.

Experience: 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). In October 2021 he was re-elected as Chairman of the Board of Directors of the Hellenic Bank Association, a position he retained until November 2023.

Other positions of note: 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. Moreover, he is a member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE), a member of the Board of Directors of

the Biomedical Research Foundation Academy of Athens (BRFAA) and Chair of the Board of Directors of the Alpha Bank Cultural Foundation.

Education: B.A., Athens School of Economics and Business (1975), Master's in Economics, Lakehead University, Canada (1977), PhD, Queen's University, Canada.

EXECUTIVE MEMBERS

CEO

Vassilios E. Psaltis

Member of the Board of Directors since November 2018 and Chief Executive Officer since January 2019.

Nationality: Greek

Born in Athens, Greece, in 1968.

Experience: He held various senior management positions at ABN AMRO Bank's Financial Institutions Group in London (1999-2001) and at Emporiki Bank where he worked as Deputy (acting) Chief Financial Officer (2002-2006). He joined Alpha Bank in 2007 and, with over 25 years of experience in the banking industry, he has held key positions at Alpha Bank. In 2010 he was appointed Group Chief Financial Officer (CFO) and in 2012 he was appointed General Manager. In his capacity as a Board Member since November 2018, and CEO since January 2019, he actively contributes to implementing Alpha Bank's strategic plan. 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. In 2023 he promoted a multilevel milestone deal with UniCredit. This strategic partnership has unlocked the profitability potential of Alpha Bank's international business, while creating upside potential for the rest of the Group.

Other positions of note: In 2019 he was elected member of the Institut International d' Études Bancaires (IIEB). He has been a Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021 as well as Member of the Board of Directors of the Hellenic Bank Association (HBA) since October 2021.

Education: PhD in Banking, MA in Business and Banking, University of St. Gallen, Switzerland.

Chief of Growth and Innovation

Spyros N. Filaretos

Member of the Board of Directors since 2005.

Nationality: Greek

Born in Athens, Greece, in 1958.

Experience: In 1985, he joined Alpha Bank, where he held key positions at different branches and Divisions (Organization, Human Resources and Treasury Management). 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 Chief of Growth and Innovation.

Other positions of note: He is a Member of the Boards of Directors of Alpha Bank London Ltd and the Alpha Bank Cultural Foundation as well as Chair of the Board of Directors of Efstathia J. Costopoulos Foundation. Moreover, he is a Member of the Executive Committee.

Education: BA in Economics, University of Manchester, and MPhil in Development Economics and International Development, University of Sussex.

NON-EXECUTIVE MEMBER

Efthimios O. Vidalis

Member of the Board of Directors since May 2014.

Membership of Board Committees: Member of the Remuneration Committee and of the Corporate Governance, Sustainability and Nominations Committee.

Nationality: Greek

Born in Washington, USA, in 1954.

Experience: 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 and of Fairfield-Maxwell Ltd (USA) from 2018 to 2023. He was Chairman of the Board of Directors of the Greek Mining Enterprises Association (2005-2009) and member of the Board of Directors of the Hellenic Federation of Enterprises (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.

Other positions of note: He was elected President of the Executive Committee of SEV during its 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 an independent non-executive member of Eurolife FFH Insurance Group Holdings S.A.

Education: BA in Government, Harvard University, MBA, Harvard Graduate School of Business Administration, USA.

INDEPENDENT NON-EXECUTIVE MEMBERS

Elli M. Andriopoulou

Member of the Board of Directors since January 2022.

Membership of Board Committees: Member of the Audit Committee and of the Corporate Governance, Sustainability and Nominations Committee.

Nationality: Greek

Born in Athens, Greece, in 1975.

Experience: She commenced her career at Citibank NA (Athens, Greece) (1996-1999) and then worked as a consultant (2000-2003) at Mercer Management Consulting (currently Oliver Wyman), (USA). Afterwards, she re-joined Citibank International Plc (Athens, Greece) (2004-2012), where she held various positions, including those of Sales Development Manager, Branch Expansion Project Manager, Strategy and Development Manager, Customer Interaction Unit Head, Customer Advocacy and Segment Management Head as well as Marketing Director. Subsequently, she served as Co-Chief Operating Officer (2013) at the Stavros Niarchos Foundation, as Chief Operating Officer (2014-2015) of the Stavros Niarchos Foundation Cultural Center (SNFCC) and as SNFCC Grant Manager (2016-2020).

Other positions of note: Since 2020, she has been Chairwoman and Managing Director of the SNFCC.

Education: BA in Psychology, American College of Greece (Deree College), MBA, Kellogg School of Management, Northwestern University, USA.

Aspasia F. Palimeri

Member of the Board of Directors since July 2022.

Membership of Board Committees: Member of the Risk Management Committee and of the Remuneration Committee.

Nationality: Greek

Born in Athens, Greece, in 1973.

Experience: She commenced her career at Citibank NA (Athens, Greece) (1995-1996) and Eurobank Cards S.A. (Athens, Greece) (1996-1998). After acquiring her MBA, she joined McKinsey & Company (Athens, Greece), where she worked as an Associate Consultant (2000-2001) and as a Junior Engagement Manager (2001-2002), supporting strategic projects for leading Greek banks and corporates. Subsequently, she re-joined Eurobank Cards S.A. as the Group Product Manager for Loans (2002-2005) and as the company's Marketing Manager (2005-2010). She also served as the Cards Business Manager at Marfin Egnatia Bank (Athens, Greece) (2010-2013) and as the Deposit and Investment Products Senior Director at Piraeus Bank (Athens, Greece) (2013-2016). From 2016 to May 2022, she was the Country Manager for Greece, Cyprus and Malta at Mastercard, being responsible for the market share growth and the strategic development of these markets.

Other positions of note: Since 2021, she has been a member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE).

Education: BA in Accounting and Finance, American College of Greece (Deree College) (1995), MBA in Finance and Marketing, Columbia Business School, New York, USA (2000).

Panagiotis I.-K. Papazoglou

Member of the Board of Directors since July 2023.

Membership of Board Committees: Chair of the Audit Committee (as of 24 July 2024) and Member of the Remuneration Committee.

Nationality: Greek

Born in Athens, Greece, in 1959.

Experience: He commenced his career in 1988 at Ernst & Whinney (which was renamed Ernst & Young in 1991), where he was a Partner from 2000 to 2022. He acted as the Engagement (signing) Partner in a number of large Group audits, and the audit of a number of large shipping groups, preparing them for listing on the US and the UK stock markets (2000-2005). He served as Country Managing Partner, Head of Assurance at EY Bulgaria, Sofia (2005-2007) and as Head of Assurance at EY Romania, Bucharest (2008-2010), where he led a number of major assurance and advisory audit projects for international clients. Furthermore, he served as Managing Partner of EY (Ernst & Young) Greece and Southeastern Europe (Greece, Romania, Bulgaria, Cyprus, Albania, Malta, Kosovo, FYROM, Moldova) from June 2010 to 31 December 2022 and from January 2015 to December 2021, he was the Accounts Leader for Central, Eastern and Southeastern Europe and Central Asia. He was a Senior Advisor to EY Greece, retiring from EY on 22 June 2023. He was a Certified Auditor in Greece and in Romania. He was a member of the Supervisory Council of the Institute of Certified Public Accountants of Greece and a member of the Board of Directors of the American-Hellenic Chamber of Commerce.

Other positions of note: He is a member of the Executive Committee of the Foundation for Economic and Industrial Research (IOBE) as well as Vice-Chair of the Citizens' Movement for an Open Society.

Education: BSc in Economics and MA in Economic Theory and Policy, Athens University of Economics and Business, Greece, MBA in Finance and Management, University of Aston, Birmingham, UK, EY Journey to the Boardroom program, Harvard Business Publishing (2022).

Dimitris C. Tsitsiragos

Member of the Board of Directors since July 2020.

Membership of Board Committees: Chair of the Remuneration Committee and Member of the Risk Management Committee.

Nationality: Greek

Born in Athens, Greece, in 1963.

Experience: He worked for 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 (New Delhi, India), Global Manufacturing and Services (Washington, D.C.) and Middle East, North Africa (Cairo, Egypt) and Southern Europe, 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 served as a Senior Advisor, Emerging Markets at Pacific Investment Management Company (PIMCO) in London, UK (2018-2022). 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.

Other positions of note: He is a member of the Board of Directors of Titan Cement International.

Education: BA in Economics, Rutgers University, USA, MBA, George Washington University, USA World Bank Group Executive Development Program, Harvard Business School, USA.

Jean L. Cheval

Member of the Board of Directors since June 2018.

Membership of Board Committees: Chair of the Risk Management Committee and Member of the Audit Committee.

Nationality: French

Born in Vannes, France, in 1949.

Experience: 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). Between 2009 and 2017, he worked 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 the company alongside the CEO (2012-2017). As of 2017 and until April 2022, he served as Senior Advisor of Natixis' CEO, while chairing the Credit Risk Committee and supervising the main restructuring operations (impaired assets).

Other positions of note: He is currently a member of the Board of Directors and a member of the Audit and Risk Committee of EFG-Hermes, Egypt, a member of the Board of Directors of Natixis Algérie and Chairman of the Natixis Foundation for Research and Innovation.

Education: Engineering, École Centrale des Arts et Manufactures, DES (Diplôme d'Études Spécialisées) in Economics (1974), University of Paris I, France, DEA (Diplôme d' Études Approfondies) in Statistics and in Applied Mathematics, University of Paris VI, France.

Carolyn G. Dittmeier

Member of the Board of Directors since January 2017.

Membership of Board Committees: Member of the Audit Committee (as of 24 July 2024) and of the Corporate Governance, Sustainability and Nominations Committee, Member in charge of overseeing ESG issues.

Nationality: Italian and American

Born in Salem, Massachusetts, USA, in 1956.

Experience: 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. Subsequently, following her transfer to Italy, she assumed managerial responsibilities in the Montedison Group as Financial Controller and later as Head of Internal Audit. In 1999, as associate partner, she successfully 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 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). Commencing in 2012, she assumed roles in boards of directors, serving as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA (2012-2017) as well as of Italmobiliare SpA (2014-2017). She was also Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA (2014 - April 2023).

Other positions of note: She is currently a member of the Boards and/or the Audit Committees of some non-financial companies (Moncler, Illycaffè) and since May 2023 she is independent non-executive member of the Board of Directors, Chair of the Nomination Committee as well as member of the Control and Risk Committee of ENI SpA, an energy company.

Education: BSc in Economics, Wharton School, University of Pennsylvania, USA. 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.

Elanor R. Hardwick

Member of the Board of Directors since July 2020.

Membership of Board Committees: Chair of the Corporate Governance, Sustainability and Nominations Committee and Member of the Risk Management Committee.

Nationality: British

Born in the UK, in 1973.

Experience: 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 London Stock Exchange Group). 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). She served as a non-executive member of the Board of Directors of Itiviti Group AB (July 2020 - May 2021) and as a member of the Supervisory Council of Luminor Group (April 2022 - October 2023).

Other positions of note: 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 Human Capital and Compensation Committee and of the Corporate Governance, Nominating and Social Responsibility Committee. She is an external member of the Audit Committee of the University of Cambridge as of January 2021.

Education: MA (Cantab), University of Cambridge, UK, MBA, Harvard Business School, USA.

Diony C. Lebot

Member of the Board of Directors since July 2023.

Membership of Board Committees: Member of the Risk Management Committee and Member of the Corporate Governance, Sustainability and Nominations Committee, NPL Expert.

Nationality: French and Greek

Born in Beyrouth, Lebanon, in 1962.

Experience: In 1986 she joined Société Générale, where she has held various senior management positions such as Vice President and Director in Asset based and Project Finance (1987-1997), Head of Big Ticket leasing and Asset based Finance (1997-1998), Deputy Global Head of SG Financial Engineering (1998-2001) as well as Global Head of Asset Finance (2001-2004). She was Head of Coverage Europe (Large corporate and Institutional Clients of SGCIB) (2004-2007), before serving as CEO of SG Americas (US, Canada, Latin America), CEO of SG American Securities (2007-2012) as well as Deputy Global Head of Coverage and Investment Banking and CEO of SG Corporate and Investment Banking for Western Europe (2012-2015). Subsequently, she was the Deputy Group Chief Risk Officer (2015-2016) and the Group Chief Risk Officer (2016-2018). From 2018 until 23 May 2023 she was the Deputy Group Chief Executive Officer at Société Générale. From 24 May 2023 until 31 March 2024 she was senior advisor to the CEO of Société Générale. Furthermore, she has held main Board positions over the last 10 years in Franfinance, Société Générale Bank and Trust (SGBT), Société Générale Factoring (previously CGA) and TCW (Asset Management company based in LA – California), Chair of the Board of Directors of Sogecap and of Ayvens (former ALD Automotive).

Other positions of note: She is a Non-Executive Member of the Board of Directors of Ayvens (former ALD Automotive) and a Non-Executive Member of the Board of Directors and Chair of the Audit Committee of EQT AB.

Education: MA in Management from Pantheon-Sorbonne University, France, MSc in Finance and Taxation from University of Paris, France.

NON-EXECUTIVE MEMBER

Johannes Herman Frederik G. Umbgrove

Member of the Board of Directors since April 2018 (representative of the HFSF from April 2018 until November 2023).

Membership of Board Committees: Member of the Audit Committee, of the Remuneration Committee and of the Corporate Governance, Sustainability and Nominations Committee. Member of the Risk Management Committee until March 2024.

Nationality: Dutch

Born in Vught, the Netherlands, in 1961.

Experience: 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. He was Risk Advisor at Sparrenwoude B.V.

Other positions of note: He has been a member of the Supervisory Board of DHB Bank N.V. (former 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, Chair of the Nomination and Remuneration Committee as well as a member of the Risk and Audit Committee, and of the Related Party Transactions Committee of DHB Bank N.V. Furthermore, since December 2019 he has been an independent member of the Supervisory Board and as of 1 January 2022 he has been the Chairman of the Risk Committee and the Audit Committee of Lloyds Bank GmbH. Additionally, he is a director of the Parel van Baarn Foundation and a member of the Management Committee of the Aston Martin Owners Club.

Education: LL.M. in Trade Law (1985), Leiden University, MBA, INSEAD (The Business School for the World), Fontainebleau (1991), IN-BOARD Non-Executive Directors Program, INSEAD.

Executive Committee of Alpha Holdings

In accordance with Law 4548/2018 and Alpha Holdings' Articles of Incorporation, the Board of Directors has established 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 composition of the Executive Committee as of date of this Offering Circular is as follows:

Chair	
V.E. Psaltis	Chief Executive Officer (CEO)
Members	
L.A. Papagaryfallou	Deputy CEO
S.N. Filaretos	Chief of Growth and Innovation
S.A. Andronikakis	Chief Risk Officer (CRO)
I.M. Emiris	Chief of Wholesale Banking
I.S. Passas	Chief of Retail Banking
N.V. Salakas	Chief of Corporate Center and General Counsel
S.A. Oprescu	Chief of International Network
S.N. Mytilinaios	Chief Operating Officer (COO)
F.G. Melissa	Chief Human Resources Officer (CHRO)
G.V. Michalopoulos	Chief Wealth Management Officer
V.G. Kosmas	Chief Financial Officer (CFO)

Below are brief biographies of the Chiefs who are members of Alpha Holdings' Executive Committee.

Chair

Vassilios E. Psaltis – CEO

He was born in Athens in 1968. 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 (1999-2001) and at Emporiki Bank where he has worked as Deputy (acting) Chief Financial Officer (2002-2006). He joined Alpha Bank in 2007 and, with over 25 years of experience in the banking industry, he has held key positions at Alpha Bank. In 2010 he was appointed Group Chief Financial Officer (CFO) and in 2012 he was appointed General Manager. In his capacity as a Board Member since November 2018, and CEO since January 2019, he actively contributes to implementing Alpha Bank's strategic plan. 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 since November 2018 and Chief Executive Officer since January 2019. In 2019 he was elected member of the Institut International d' Études Bancaires (IIEB). He has been a Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021 as well as Member of the Board of Directors of the Hellenic Bank Association (HBA) since October 2021. In 2023 he promoted a multilevel milestone deal with UniCredit. This strategic partnership has unlocked the profitability potential of Alpha Bank's international business, while creating upside potential for the rest of the Group.

Members

Lazaros A. Papagaryfallou – Deputy CEO

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 Alpha 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. During his career he served as Chairman and Member in the Boards of Directors of various Group Companies, both in Greece and abroad, in the banking, insurance, financial services, industry and real estate sectors. On 2 January 2019 he was appointed Chief Financial Officer (CFO) for the Group. On 23 July 2024 he was appointed Deputy CEO.

Spyros N. Filaretos - Chief of Growth and Innovation

He was born in Athens in 1958. He studied Economics at the University of Manchester and he holds a MPhil in Development Economics and International Development from the University of Sussex, UK. In 1985, he joined Alpha Bank, where he held key positions at different branches and Divisions (Organization, Human Resources and Treasury Management). 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 Chief of Growth and Innovation. He is a Member of the Boards of Directors of Alpha Bank London Ltd and the Alpha Bank Cultural Foundation as well as Chair of the Board of Directors of Efstathia J. Costopoulos Foundation. Moreover, he is a Member of the Executive Committee. He has been a Member of the Board of Directors since 2005.

Spiros A. Andronikakis - Chief Risk Officer (CRO)

He was born in Athens in 1960. He holds a BA in Economics and Statistics from the Athens University of Economics and Business (former Athens School of Economics and Business) and an MBA in Financial Management and Banking from the University of Minnesota, USA. He has worked in the Corporate Banking Units of Greek and multinational banks since 1985. He served as a Member of the Board of Directors of Alpha Leasing S.A., Alpha Finance Investment Services S.A., Tiresias Bank Information Systems S.A. and Alpha Bank

Romania. He joined Alpha Bank in 1998. He was Corporate Banking Manager from 2004 to 2007. In 2007 he was appointed Chief Credit Officer and in 2012 Chief Risk Officer (CRO).

Ioannis M. Emiris - Chief of Wholesale Banking

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 (CPA) degree. He started his career as a certified public accountant in PricewaterhouseCoopers in New York. From 1991 to 2012, he worked for the Alpha Bank Group, initially as an Investment Banker in Alpha Finance Investment Services S.A. and from 2004 as Manager of the Project Finance and the Investment Banking Divisions 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 and on 19 November 2019 he was appointed Chief of Wholesale Banking.

Isidoros S. Passas - Chief of Retail Banking

He was born in Thessaloniki in 1967. He holds an MSc in Mechanical Engineering from the National Technical University of Athens and an MBA from City, University of London (Bayes Business School) and has attended the Advanced Management Program (AMP) at INSEAD. He started his career at Procter & Gamble and held managerial positions in Marketing and Sales Management functions at multinational Fast-Moving Consumer Goods (FMCG) companies. He worked at Eurobank for 13 years, where he held positions of responsibility in Retail Banking and served as a Deputy General Manager of the Retail Banking Network and as a member of the boards of directors of the bank's subsidiaries. In 2013 he took up duties as a Senior Advisor to the Management on retail marketing distribution in Hellenic Petroleum. He joined Alpha Bank in 2014. He held the positions of Manager of the Deposit and Investment Products and Manager of the Greek Branch Network Division. He is the Chairman of the Board of Directors of AlphaLife Insurance Company S.A. and Member of the Board of Directors of Alpha Real Estate Management and Investments (AREMI) S.A. On 1 April 2016 he was appointed Executive General Manager and on 19 November 2019 Chief of Retail Banking.

Nikos V. Salakas - Chief of Corporate Center and General Counsel

He was born in Athens in 1972. He studied Law at the National and Kapodistrian University of Athens and holds a postgraduate degree (LL.M. in International Business Law) from the University College London. In March 2019, he joined Alpha Bank as Chief Legal and Governance Officer, after more than twenty years of cooperation with Koutalidis Law Firm, at which he had been Head of the Banking and Finance Department since 2010. In 2022 he returned to Koutalidis Law Firm, while taking up the role of Special Legal Counsel to the Board of Directors and the Executive Committee of the Bank, making, thus, a key contribution to the implementation of critical and strategic transactions. He has more than 25 years of experience in Greek and International Banking and Regulation, Finance, Restructuring and Securities Transactions and he is ranked amongst the top Greek lawyers by the International Financial Law Review (IFLR), the Legal 500 guide and Chambers and Partners. He has supported Alpha Bank in regulatory issues, M&As as well as in strategic transactions since 1999. On 1 April 2024 he was appointed Chief of Corporate Center and General Counsel and Member of the Executive Committee.

Sergiu – Bogdan A. Oprescu - Chief of International Network

He was born in 1963. He holds an MEng degree from the Faculty of Aerospace Engineering at Bucharest Polytechnic Institute, with specialisation in Avionics. He acquired a postgraduate degree in Reliability with specialisation in "Complex technical systems' reliability" from the Bucharest Polytechnic Institute and attended various executive programmes at Harvard Business School, Stanford Graduate School of Business and London Business School. In 1994 he joined Alpha Bank Romania, where he held several senior positions before he was appointed Executive President in 2007. He was Managing Director (1995-1996) and then Executive President (1996-2002) at Alpha Finance Romania S.A. (former Bucharest Investment Group – Brokerage S.A.). He served as President of the Board of Governors of the Bucharest Stock Exchange (2001-2006), as Board Member of the Romanian Association of Banks and coordinator of the banking commissions on Mortgage Lending, Non-Performing Loans, European Union Funds Absorption, Treasury and Capital Markets (2008-2014) and as Chairman of the Board of Directors of the Romanian Association of Banks (2015-2021). On 11 February 2019 he was appointed Chief of International Network.

Stefanos N. Mytilinaios - Chief Operating Officer (COO)

He was born in Athens in 1973. He holds a First-Class degree in Aerospace Engineering from the University of Bristol, Great Britain, and an MBA with Distinction from INSEAD in Fontainebleau, France. He brings onboard extensive experience in technology, operations and business, having assumed managerial positions in Greece and abroad. He served as the Deputy Group CIO at Eurobank and as a business consultant at McKinsey & Company, based in Athens and London. Moreover, 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. On 1 December 2020 he was appointed Chief Operating Officer (COO).

Fragiski G. Melissa - Chief Human Resources Officer (CHRO)

She was born in 1968. She studied Psychology at the National and Kapodistrian University of Athens and holds postgraduate degrees in Industrial/Organizational Studies from Columbia University and in Social Studies from the New School for Social Research. She brings 28 years of experience in human resources. She served as a Regional Human Resource Director for Southeastern Europe at Colgate Palmolive, while in her career she also held positions of responsibility at Makro Cash & Carry and at KPMG. For the last eight years before joining Alpha Bank, she was Head of Human Resources at Vodafone in Greece and Romania. On 3 March 2020 she was appointed Executive General Manager – Chief Human Resources Officer and on 20 May 2022 she was appointed Chief Human Resources Officer (CHRO).

Georgios V. Michalopoulos - Chief Wealth Management Officer

He was born in Athens in 1973. He studied Mathematics at the National and Kapodistrian University of Athens and holds an MBA in Finance from City, University of London (Bayes Business School). He started his career at Alpha Bank in 1994 and worked in the Treasury functions in Athens and London. He has served as Group Treasurer and Manager of the Planning and Trading and the Financial Markets Divisions. He has been a Member of the Board of Directors of various Group Companies in the banking, finance and insurance sectors in Greece and abroad for a number of years. On 4 May 2016 he was appointed Executive General Manager of Treasury Management and on 20 May 2022 he was appointed Chief Wealth Management Officer.

Vasilis G. Kosmas – Chief Financial Officer (CFO)

He was born in Athens in 1971. He holds a BA in Economics from the Athens University of Economics and Business (graduated in top third percentile) and an MBA, concentration in Finance from the New York University Leonard N. Stern School of Business. During his career, he has held many positions of responsibility, such as Finance Manager at Procter & Gamble and Senior Engagement Manager at McKinsey & Company. He served as Director in Structured Finance and Wholesale Funding as well as Corporate Development and Group Strategy in National Bank of Greece and as Chief Operating Officer in Ethniki Insurance. Moreover, he has worked as Managing Director, Deal Advisory at KPMG LLP. He was partner at Alantra in London, UK until 15 May 2024. On 23 July 2024 he was appointed Chief Financial Officer (CFO).

The indicative main responsibilities of the Executive Committee include but are not limited to the following:

The Committee:

- prepares the strategy, the business plan and the annual budget of Alpha Holdings and the Group, including the strategy on ESG issues, for submission to and approval by the Board of Directors as well as the annual and interim financial statements;
- decides on and manages the capital allocation to the Business Units;
- prepares the ICAAP Report and the ILAAP Report for submission to and approval by the Board of Directors, manages their implementation and reports accordingly to the Board of Directors;

- monitors the performance of each Business Unit and subsidiary of Alpha Holdings versus the budget and ensures that corrective measures are taken;

- reviews and approves, within the framework of its authority, the policies of Alpha Holdings and informs the Board of Directors accordingly or submits them, as the case may be, to the latter for approval;

- discusses issues related to the Group's Purpose and Values, culture and human resources as well as approves and manages any collective programme proposed by the Human Resources Unit for Group staff (including any bonus schemes, voluntary separation schemes etc.); and

- is responsible for the implementation of (i) the overall risk strategy, including Alpha Holdings' risk appetite and its risk management framework, (ii) an adequate and effective internal governance and internal control framework that includes a clear organisational structure and well-functioning independent internal risk management, compliance and audit functions of high stature and significant know-how as well as sufficient resources to perform their operations, (iii) an adequate and effective framework for the implementation of the strategy on ESG issues, (iv) the amounts, types and distribution of both internal capital and regulatory capital to adequately cover the risks of Alpha Holdings, (v) the means for achieving targets for the liquidity management of Alpha Holdings, (vi) the selection and suitability assessment process for Key Function Holders and (vii) any arrangements aimed at ensuring the integrity of the accounting and financial reporting systems, including financial and operational controls, risk management and compliance with the law and the relevant standards.

Corporate Governance

Corporate Governance is a system of principles and practices underlying the organisation, operation and administration of an incorporated company, aiming to safeguard and satisfy the lawful interests of all those associated with the company.

Alpha Holdings has 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, Alpha Holdings applies the legislative and regulatory framework governing its operation.

The Corporate Governance Code

Alpha Holdings, following a resolution of the Board of Directors and with reference to article 17 of Greek Law 4706/2020, adopted the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council (the "**Code**").

Alpha Holdings adheres to the Code, a copy of which is posted on its website (https://www.alphaholdings.gr/-/media/AlphaHoldings/Files/etairiki-diakubernisi/corporate-governance-code-june-2020-en.PDF).

The Corporate Governance, Sustainability and Nominations Committee of Alpha Holdings, regarding the Code, mainly: (i) monitors the compliance of Alpha Holdings and the Group with the Code, ensuring appropriate application of the "comply or explain" principle; and (ii) provides oversight that the implementation of this principle aligns with the legislation in force, the regulatory expectations and the international corporate governance best practice.

Committees of Alpha Holdings' Board of Directors

The Board of Directors may establish permanent or *ad hoc* Committees to assist it in the discharge of its responsibilities, facilitate its operations and effectively support its decision-making. The Committees have an

advisory role, but may also assume delegated authorities, as determined by the Board. Each Committee has its dedicated Charter prescribing its composition, tenure, functioning and responsibilities.

Four Committees operate at Board level, namely:

- the Audit Committee;
- the Risk Management Committee;
- the Remuneration Committee; and
- the Corporate Governance, Sustainability and Nominations Committee.

Each Committee consists of not less than three Members. The composition of each Committee is proposed to the Board of Directors by the Corporate Governance, Sustainability and Nominations Committee, taking into account the "Suitability and Nomination Policy for the Members of the Board of Directors" as well as the respective legal and regulatory framework. The majority of the Members of each Committee are Independent Non-Executive Members.

The major focus of the Committees is placed on the oversight of policies, practices and procedures within their specific area of mandate, as detailed in the Charter of each Committee, in the preparation of draft resolutions to be approved by the Board of Directors and in the submission of relevant briefings, reports, key information and recommendations to the Board. The Committees report regularly to the Board of Directors about their work.

Audit Committee

The Audit Committee has been established and operates in accordance with all applicable laws and regulations. The determination of the type of the Audit Committee, its term of office, the number and the qualifications of its Members as per article 44 par. 1 case b) of Greek Law 4449/2017 were resolved upon by the Ordinary General Meeting of 27 July 2023. The Audit Committee currently constitutes a Committee of the Board of Directors. Its Members were appointed by a resolution of the Board of Directors of 27 July 2023.

It consists of a Committee Chair, who is an Independent Non-Executive Member, three Independent Non-Executive Members and one Non-Executive Member, whose tenure ends at the Ordinary General Meeting of Shareholders in 2026.

The Audit Committee, at its meeting held on 24 July 2024, appointed Mr. Panagiotis I.-K. Papazoglou, Independent Non-Executive Member, as Chair of the Audit Committee, in replacement of Ms. Carolyn G. Dittmeier. Ms. Carolyn G. Dittmeier will continue to be a Member of the Committee. Therefore, the current Members of the Audit Committee are Panagiotis I.-K. Papazoglou (Chair), Elli M. Andriopoulou, Carolyn G. Dittmeier, Jean L. Cheval and Johannes Herman Frederik G. Umbgrove.

The Members of the Committee collectively possess adequate knowledge of the financial sector and, in general, the required knowledge, skills and experience to adequately discharge the Committee's responsibilities. At least one Member, who is independent from Alpha Holdings, has accounting / auditing knowledge and experience should always be present at the meetings regarding the approval of the financial statements of Alpha Holdings.

The specific duties and responsibilities of the Audit Committee are set out in its Charter, which is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/audit-committee).

The main responsibilities of the Audit Committee include but are not limited to those presented below.

The Audit Committee:

- performs the oversight of the financial reporting processes and procedures for drawing up the annual and the interim financial statements of Alpha Holdings and the Group, in accordance with applicable accounting standards;

- reviews the quarterly financial statements of the Group as well as the semi-annual and annual financial statements of Alpha Holdings and the Group, together with the statutory auditors' report, where applicable, and the Board of Directors' semi-annual and annual management report, prior to their submission to the Board of Directors for approval;

- is informed of the evolution of significant accounting standards and oversees the impact on accounting policies;

- performs the oversight of the Non-Financial Information and the Sustainability Report, the reporting processes and the ESG disclosures;

- reviews annual or multi-year audit plans and recommends their approval by the Board of Directors;

- reviews the periodic reports on the activity of Internal Audit in Alpha Holdings and the Group as well as on the corrective actions for the adequate handling of comments and recommendations identified in these reports;

- reviews and approves policies regarding Internal Audit of Alpha Holdings as well as any amendments thereto;

- informs the Board of Directors of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of the financial reporting and what the role of the Audit Committee was in that process;

- assists the Board of Directors in ensuring the independent, objective and effective conduct of internal and external audits;

- assists the Board of Directors in overseeing the effectiveness and performance of Internal Audit and of Compliance of Alpha Holdings and of the respective units across the Group;

- is responsible for the procedure followed for 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 and performance of the statutory certified auditors in accordance with the applicable laws, a responsibility 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 and approves all proposals regarding the provision by the statutory certified auditor of non-audit services to Alpha Holdings and the Group, based on the relevant policy that the Audit Committee oversees and recommends to the Board of Directors for approval;

- monitors and assesses the adequacy, effectiveness and efficiency of the Internal Control System, based on reports by Internal Audit and by Compliance, on findings of the external auditors, the supervisors and the tax authorities as well as on management information, as appropriate. Furthermore, the Audit Committee monitors and assesses the data collection processes, related to ESG procedures/processes of Alpha Holdings and the Group;

- evaluates the adequacy and effectiveness of the processes and procedures of Compliance, based on the Annual Compliance Report, as per the regulatory framework in force; and

- assesses the adequacy and effectiveness of the "Anti-Money Laundering and Combating the Financing of Terrorism Policy", reporting annually to the Board of Directors and to the Supervisory Authorities; reviews the implementation of MiFID II and of the Market Abuse Regulation (MAR).

The Committee convenes generally at least on a quarterly basis, adding meetings on an as-needed basis. It may invite any Member of the Management or Executive as well as external auditors to attend its meetings. The Head of Internal Audit and the Chief of Compliance are regular attendees of the Committee meetings and have unhindered access to the Chair and to the Members.

The Chair of the Audit Committee ensures that minutes of its meetings are appropriately kept by the Secretary.

The Chair of the Audit Committee 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 and to the General Meeting of Shareholders a formal annual activity report on the work of the Audit Committee conducted during the previous year.

Risk Management Committee

The Risk Management Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Risk Management Committee were appointed by a resolution of the Board of Directors of 27 July 2023. It consists of a Committee Chair who is an Independent Non-Executive Member and four Independent Non-Executive Members.

The current Members of the Risk Management Committee are Jean L. Cheval (Chair), Aspasia F. Palimeri, Dimitris C. Tsitsiragos, Elanor R. Hardwick and Diony C. Lebot.

The Members of the Committee have prior experience in the financial services sector and, individually and collectively, appropriate knowledge, skills and expertise concerning risk management and control practices. One Member is in charge of overseeing ESG risk issues, who provides the Corporate Governance, Sustainability and Nominations Committee with a briefing on ESG-related discussions held at the Committee and will exchange information regularly with the Member in charge of overseeing ESG issues of the Corporate Governance, Sustainability and Nominations Committee for efficient coordination.

The specific duties and responsibilities of the Risk Management Committee are set out in its Charter which is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/risk-management-committee).

The main responsibilities of the Risk Management Committee include but are not limited to those presented below.

The Risk Management Committee:

- assists the Board of Directors in promoting a sound risk culture at all levels throughout Alpha Holdings and the Group, fostering risk awareness and encouraging open communication and challenge across the Group;

- 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 Alpha Holdings and the Group;

- reviews and recommends annually to the Board of Directors for approval the Group's Risk Appetite Framework (RAF) and statement, considering also ESG risks, i.e. the risks of any negative financial impact to Alpha Holdings stemming from the current or prospective impacts of ESG factors on its counterparties, such as climate-related risks, and ensuring alignment with the Group's strategic objectives and capital allocation;

- determines the principles which govern risk management across the 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 high-level policies on the management of risks;
- assists the Board of Directors in ensuring that Alpha Holdings and the Group adopt a well-defined risk appetite statement and framework, which are embedded across the Group and cascade into limits per country, sector and Business Area. The Committee ensures that the Group's strategy, budget process, capital and liquidity planning and remuneration framework are aligned with the risk appetite framework and that Alpha Holdings adequately embeds ESG risks in the overall risk appetite statement and framework, business strategy and risk management framework;
- 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 Alpha Holdings' IT infrastructure to record, report, aggregate and process risk-related information;
- reviews the annual Group ICAAP and ILAAP as well as 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;
- keeps itself informed of recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the supervisory review and evaluation process (SREP) conclusions; and
- collaborates with the Corporate, Governance, Sustainability and Nominations Committee and the Audit Committee as necessary on the effective oversight of the mitigation of certain key areas of risk, including climate-related or other ESG risks and capital management and their repercussions on the Internal Control System. The Committee also convenes jointly with the Audit Committee to discuss and review issues relevant to the remediation plans connected to regulatory/supervisory assessments and certain non-financial risk or other issues of importance and common interest.

The Risk Management Committee convenes at least on a quarterly basis and may invite any Member of the Group's Management or Executive to attend its meetings. The CRO is a regular attendee of the Risk Management Committee meetings and has unhindered access to the Chair and the Members. The CRO, while administratively reporting to the CEO, shall report functionally to the Board of Directors through the Risk Management Committee.

The Chair of the Risk Management Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The Chair 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 annual report on the work of the Risk Management Committee conducted during the previous year.

Remuneration Committee

The Remuneration Committee of the Board of Directors has been established and operates in accordance with all applicable laws and regulations. The Members of the current Remuneration Committee were appointed by a resolution of the Board of Directors of 27 July 2023. It consists of a Committee Chair who is an Independent Non-Executive Member, two Independent Non-Executive Members and two Non-Executive Members.

The current Members of the Remuneration Committee are Dimitris C. Tsitsiragos (Chair), Efthimios O. Vidalis, Aspasia F. Palimeri, Panagiotis I.-K. Papazoglou and Johannes Herman Frederik G. Umbgrove.

The Members of the Committee have collectively appropriate knowledge, skills and professional experience concerning remuneration policies and practices, risk management and control activities as well as concerning the

incentives and risks that can arise therefrom. At least one Member has sufficient professional experience in risk management.

The specific duties and responsibilities of the Remuneration Committee are set out in its Charter which and is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/remuneration-committee).

The main responsibilities of the Remuneration Committee include but are not limited to those presented below.

The Remuneration Committee:

- assists the Board of Directors in ensuring that the Group Remuneration Policy as well as the "Remuneration Policy of the Members of the Board of Directors as per the provisions of Greek Law 4548/2018" are consistent with the values, culture, business strategy, risk appetite and strategic objectives of Alpha Holdings and the Group, taking into account ESG risks that affect the business environment in the short, medium or long term;

- is responsible for the preparation of decisions on remuneration to be taken by the Non-Executive Members, in particular regarding the remuneration of the Executive Members of the Board of Directors as well as of other identified staff (i.e. staff whose professional activities have a material impact on the risk profile);

- provides its support and advice to the Non-Executive Members of the Board of Directors on the design of the Remuneration Policies for the Alpha Holdings and the Group, including that such remuneration policies are gender-neutral according to the relevant legislative and regulatory provisions, support the equal treatment of staff, promote inclusiveness and respect diversity in general;

- recommends to the Non-Executive Members the remuneration of the Members of the Board of Directors on a regular basis;

- reviews and advises on fixed salaries, benefits and total remuneration within Alpha Holdings on a regular basis;

- reviews the variable remuneration framework. Recommends to the Board of Directors for approval variable remuneration schemes for Employees across Alpha Holdings and the Group and proposes the total envelope for variable remuneration across Alpha Holdings and the Group;

- reviews the performance of the Executive Members of the Board of Directors, the Chiefs - Members of the Executive Committee and the Key Function Holders of Alpha Holdings based on the input that it receives from the evaluators, in accordance with the provisions of the "Policy for the Evaluation of Senior Executives and Key Function Holders";

- validates the Evaluation Scorecards and the goals of the Executive Members of the Board of Directors, the Chiefs - Members of Executive Committee and the Key Function Holders; and

- assists the Board of Directors in providing guidance regarding the Executives' performance evaluation and ensuring that Alpha Holdings and the Group manage talent through an effective evaluation process.

The Remuneration Committee convenes at least on a quarterly basis and may invite any Member of the Management or Executive to attend its meetings. The Chief Human Resources Officer (CHRO) is a regular attendee of the Committee meetings.

The Chair of the Remuneration Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The Chair 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 annual report on the work of the Committee conducted during the previous year.

The Ordinary General Meeting of 24 July 2024 approved the updated and revised "Remuneration Policy of the Members of the Board of Directors", in accordance with articles 110 and 111 of Greek Law 4548/2018.

Corporate Governance, Sustainability and Nominations Committee

The Corporate Governance, Sustainability and Nominations Committee of the Board of Directors has been established and operates in accordance with all applicable laws and regulations. The Members of the current Corporate Governance, Sustainability and Nominations Committee were appointed by a resolution of the Board of Directors of 27 July 2023. It consists of a Committee Chair who is an Independent Non-Executive Member, three Independent Non-Executive Members and two Non-Executive Members.

The current Members of the Corporate Governance, Sustainability and Nominations Committee are Elanor R. Hardwick (Chair), Efthimios O. Vidalis, Elli M. Andriopoulou, Carolyn G. Dittmeier, Diony C. Lebot and Johannes Herman Frederik G. Umbgrove.

The Committee ensures and regularly evaluates that its Members collectively possess the required knowledge, skills and experience relating to sustainability and ESG issues as well as to the business of Alpha Holdings to assess the appropriate composition of the Board of Directors and, among others, the selection process and suitability requirements in order to adequately discharge the Committee's responsibilities. At least one Member is in charge of overseeing ESG issues. Therefore, the Board of Directors appointed Ms. C.G. Dittmeier, Independent Non-Executive Member, as the Member in charge of overseeing ESG issues.

The specific duties and responsibilities of the Corporate Governance, Sustainability and Nominations Committee are set out in its Charter which is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/corporate-governance-sustainability-nominations-committee).

The main responsibilities of the Corporate Governance, Sustainability and Nominations Committee include but are not limited to those presented below.

The Corporate Governance, Sustainability and Nominations Committee:

- is regularly informed of current trends and developments in the area of corporate governance, including best practice and relevant regulations;
- monitors the compliance of the Alpha Holdings and the Group with the Code, to which Alpha Holdings adheres, ensuring appropriate application of the "comply or explain" principle;
- provides oversight that the implementation of the "comply or explain" principle aligns with the legislation in force, the regulatory expectations and international corporate governance best practice;
- reviews Alpha Holdings' Internal Governance Regulation and recommends its approval by the Board of Directors;
- reviews, at least annually, and monitors changes in individual Member independence, fit and proper and professional status;
- facilitates the regular review of the Charters of the 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 Code as well as with corporate governance best practices;
- reviews, at least semi-annually, current and emerging ESG trends and regulatory developments reporting that may significantly affect Alpha Holdings' activities, recommending to the Board of Directors areas that may require actions;

- oversees the process of ESG strategy and targets update by the Board of Directors as well as the development and implementation of the Alpha Holdings' ESG and Sustainability policies, sharing, among other things, regular information with the Chair of the Group Sustainability Committee;

- reviews the sustainability reporting to stakeholders as well as the respective communication and ratings, in coordination with the Audit Committee;

- acts as the ultimate liaison between the Board Committees and the Board of Directors ensuring proper coordination with respect to all sustainability/ESG issues and promotes respective communications and feedback from all the Board of Directors Committees;

- assists the Board of Directors in establishing the conditions required for effective succession and continuity in the Board of Directors;

- develops and regularly reviews the selection criteria and the appointment process for the Members of the Board of Directors;

- identifies and recommends for approval of the Board of Directors candidates to fill vacancies, according to the "Suitability and Nomination Policy for the Members of the Board of Directors", 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 periodically, and at least annually, the structure, size, composition and performance of the Board of Directors and makes recommendations to the Board of Directors with regard to any changes;

- assesses periodically, and at least annually, the knowledge, skills and experience of each Member of the Board of Directors and of the Board of Directors collectively and reports to the Board of Directors accordingly; and

- 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 the Members, which support the effective discharge of their responsibilities.

The Corporate Governance, Sustainability and Nominations Committee convenes at least on a quarterly basis and may invite any Member of the Management or Executive to attend its meetings.

The Chair of the Corporate Governance, Sustainability and Nominations Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The Chair regularly informs the Board of Directors of the work of the Committee.

The Chair of the Corporate Governance, Sustainability and Nominations Committee submits to the Board of Directors a formal annual report on the work of the Committee conducted during the previous year.

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, Sustainability and Nominations Committee) and the Executive Committee, which coincide and have the same composition as the respective ones of Alpha Holdings. The Bank also has General Manager-level Management Committees.

Relationships and Other Activities

There are no potential conflicts of interest between the duties of the persons listed above pertaining to Alpha Holdings and their private interests.

ALTERNATIVE PERFORMANCE MEASURES

APMs

Alternative Performance Measures	H1 2024	FY 2023
Core Banking Income	1,025.8	2,025.9
Core Pre-Provision Income	634.9	1,253.4
Cost of Risk	-0.6%	-0.8%
Fully Loaded Common Equity Tier 1 ratio	14.8%	14.3%
Loans to Deposits Ratio	74.3%	74.6%
Net Interest Margin	2.2%	2.2%
Non Performing Exposures	1,708.0	2,239.5
Non Performing Exposure Coverage	46.8%	44.6%
Non Performing Exposure ratio	4.7%	6.0%
Non Performing Loans	893.5	1,147.2
Non Performing loan ratio	2.4%	3.1%
Normalised Net Profit after (income) tax	437	780
Pre-Provision Income	675.5	1,292.4
Leverage Ratio	7.1%	7.0%
Securities	17,232.9	16,051.7

Alternative Performance Measures	H1 2024	FY 2023
"Return on Tangible Book Value" or "Return on Tangible Equity"	9.8%	10.1%

Components of APMs

Components of APMs	H1 2024	FY 2023	
Accumulated Provisions and FV adjustments	799.7	998.7	
Gross Loans	36,541.4	37,071.8	
Operating Income	1,093.8	2,107.8	
Core Operating Income	1,048.6	2,069.1	
Total Operating Expenses	418.3	815.4	
Recurring Operating Expenses	413.7	815.8	
Deposits	48,189.4	48,448.9	
Net Loans	35,824.2	36,160.6	
Impairment losses	-114.3	-309.2	
FL CET1	4,787.2	4,599.3	
FL RWAs	32,386.6	32,209.0	
Total Assets	74,738.2	73,662.8	
NPEs	1,708.0	2,239.5	
NPLs	893.5	1,147.2	
Average Net Loans	35,992.4	37,454.1	
Average Total Assets	74,200.5	75,837.1	
"Income from financial operations" or "Trading Income"	45.2	38.7	

Components of APMs	H1 2024	FY 2023	
Other (operating) income	22.8	43.2	
Impairment losses on loans	-256.8	-471.0	
Impairment losses on transactions	-142.5	-161.8	

APM Definitions

Reference number	Terms	Definitions
1	Accumulated Provisions and FV adjustments	Sum of Provision for impairment losses for loans and advances to customers, the Provision for impairment losses for the total amount of off balance sheet items exposed to credit risk as disclosed in the Consolidated Financial Statements of the reported period, and the Fair Value Adjustments (7).
2	Core Banking Income	Sum of Net interest income and Net fee and commission income as derived from the Consolidated Financial Statements of the reported period.
3	Core Operating Income	Operating Income (26) less Income from financial operations (14) less management adjustments on operating income for the corresponding period. Management adjustments on operating income include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.
4	Core Pre-Provision Income	Core Operating Income (3) for the period less Recurring Operating Expenses (29) for the period.
5	Cost of Risk	Impairment losses (11) for the period divided by the average Net Loans 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.
6	Deposits	The figure equals Due to customers as derived from the Consolidated Balance Sheet of the reported period.
7	Fair Value adjustments	The item corresponds to the accumulated Fair Value adjustments for non-performing exposures measured at Fair Value Through P&L (FVTPL).
8	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) , divided by total Risk Weighted Assets.
9	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.
10	Impact from NPA transactions	Management adjustments to income and expense items as a result of NPE/NPA exposures transactions.
11	Impairment losses	Impairment losses on loans (12) excluding impairment losses on transactions (13).

Reference number	Terms	Definitions
12	Impairment losses on loans	Impairment losses and provisions to cover credit risk on Loans and advances to customers and related expenses as derived from the Consolidated Financial Statements of the reported period, taking into account the impact from any potential restatement, less management adjustments on impairment losses on loans for the corresponding period. Management adjustments on impairment losses on loans include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.
13	Impairment losses on transactions	Represent the impact of incorporating sale scenario in the estimation of expected credit losses.
14	"Income from financial operations" or "Trading Income"	Sum of Gains less losses on derecognition of financial assets measured at amortised cost and Gains less losses on financial transactions, as derived from the Consolidated Income Statement of the reported period, less management adjustments on trading income for the corresponding period. Management adjustments on trading income include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.
15	Income tax	The figure equals Income tax as disclosed in the Consolidated Financial Statements of the reported period, less management adjustments on income tax for the corresponding period. Management adjustments on income tax include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.
16	Leverage Ratio	This metric is calculated as Tier 1 capital divided by Total Assets (33).
17	Loan to Deposit ratio	Net Loans (19) divided by Deposits (6) at the end of the reported period.
18	Net Interest Margin	Net interest income for the period (annualised) divided by the average Total Assets (33) of the relevant period. Average balance is defined as the arithmetic average of balance at the end of the period and at the end of the previous relevant period.
19	Net Loans	Loans and advances to customers as derived from the Consolidated Balance Sheet of the reported period.
20	Non Performing Exposure Coverage	Accumulated Provisions and FV adjustments (1) plus CET 1 deductions used to cover calendar provisioning shortfall divided by NPEs (22) at the end of the reference period.

Reference number	Terms	Definitions
21	Non Performing Exposure ratio	NPEs (22) divided by Gross Loans (9) at the end of the reference period.
22	Non Performing Exposures	Non-performing exposures (22) are defined according to EBA ITS on forbearance and Non Performing Exposures as exposures that satisfy either or both of the 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.
23	Non Performing Loan ratio	NPLs (24) divided by Gross Loans (9) at the end of the reference period.
24	Non Performing Loans	Non Performing Loans (24) are Gross loans (9) that are more than 90 days past-due.
25	Normalised Net Profit after (income) tax	Normalisation includes a set of non-recurring adjustments to the reported results for items which may be related to the transformation performed by the Group or may not be related to the normal course of business operations or are non-recurring in nature and distort the reported earnings of the business. The purpose of normalisation is to eliminate such one-off results and provide historical information that enables reliable comparisons and forecasting. The main areas of adjustments to the accounting results in order to derive the normalised results are mentioned below: 1. Transformation related events a. Transformation Costs and related Expenses b. Expenses and Gains/Losses due to Non-Core Assets' Divestiture c. Expenses/Gains/Losses as a result of NPE/NPA exposures transactions 2. Other non-recurring related events a. Expenses/Losses due to non-anticipated non-financial risk b. Expenses/Losses due to non-anticipated legal disputes c. Expenses/Gains/Losses due to short term effect of non-anticipated and extraordinary events with significant economic impact d. Non-recurring human resources/social security related benefits/expenses e. Impairment expenses related to owned used assets and property obtained from auctions and other property held for sale g. Initial (one off) impact from the adoption of new or amended IFRS h. Tax related one-off expenses and gains/losses 3. Income Taxes applied on the aforementioned transactions.

Reference number	Terms	Definitions
26	Operating Income	Sum of Net interest income, Net fee and commission income, Income from financial operations or Trading Income (14) and Other income, as derived from the Consolidated Income Statement of the reported period, taking into account the impact from any potential restatement.
27	Other (operating) income	Sum of Dividend income, Other income and insurance revenue/(expenses) and financial income/(expenses) from insurance contracts as derived for the Consolidated Income Statements of the reported period, taking into account the impact from any potential restatement.
28	Pre-Provision Income	Operating Income (26) for the period less Total Operating Expenses (34) for the period.
29	Recurring Operating Expenses	Total Operating Expenses (34) less management adjustments on operating expenses. Management adjustments on operating expenses include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.
30	"Return on Tangible Book Value" or "Return on Tangible Equity"	Net profit/(loss) attributable to: Equity holders of the Bank (annualised), as disclosed in Consolidated Income Statement divided by the Average balance of Tangible Book Value (32). Average balance is defined as the arithmetic average of the balance at the end of the period and at the end of the previous relevant period.
31	Securities	Sum of Investment securities and Trading securities, as defined in the consolidated Balance Sheet of the reported period.
32	Tangible Book Value or Tangible Equity	Total Equity excluding the sum of Goodwill and other intangible assets, Non-controlling interests and Additional Tier 1 capital & Hybrid securities. All terms disclosed in the Consolidated Balance sheet at the reported date, taking into account the impact from any potential restatement.
33	Total Assets	Total Assets (33) as derived from the Consolidated Balance Sheet of the reported period, taking into account the impact from any potential restatement.
34	Total Operating Expenses	Sum of Staff costs, Voluntary exit scheme program expenses, General administrative expenses, Depreciation and amortisation, Other expenses as derived from the Consolidated Income Statement of the reported period taking into account the impact from any potential restatement.

OVERVIEW OF THE BANKING SERVICES SECTOR IN GREECE

In the first quarter of 2024 Greek GDP increased by 2.1 per cent. (first quarter of 2023: 1.9 per cent.), remaining resilient to adverse external shocks and persisting inflationary pressures. Greek economic activity rose at a stronger pace compared to the euro area averages (0.5 per cent.), amid earlier fears of recession in the EU, high interest rates by the ECB in response to persistent inflation and elevated geopolitical uncertainty. Solid economic growth in the first quarter of 2024 was mainly attributed to:

- ongoing growth of private consumption (2.2 per cent. increase compared to the first quarter of 2022) making significant contribution to overall GDP growth (1.6 per cent.); and
- investment growth (2.9 per cent. increase compared to the respective period of 2023) contributed 0.4 per cent. to the overall GDP growth.

In the first quarter of 2024, the Greek banks posted profits after taxes of €1.1 billion, compared to €0.8 billion in the corresponding period of 2023, mainly due to the significant increase in net interest and fee and commission income. At the same time, operating expenses increased by 2 per cent. and net income by financial transactions increased by 86.7 per cent. (Source: *Bank of Greece, Monetary Policy Report, June 2024*).

In terms of capital adequacy for Greek banks, the Common Equity Tier 1 ("**CET1**") ratio and the total capital ratio on a consolidated basis rose to 15.4 per cent. and 18.9 per cent., respectively as of the first quarter of 2024, compared to 13.5 per cent. and 16.6 per cent. as of the first quarter of 2023 (Source: *Bank of Greece, Monetary Policy Report, June 2024*).

In the first half of 2024, liquidity conditions in the Greek banking system have remained at the same levels. Private sector deposits amounted to €194.8 billion in June 2024, decreasing marginally by circa €0.1 billion (cumulative net cash flows) compared to June 2023, due to the drop in household deposits which stood at €145.8 billion, whereas business deposits increased to €49 billion (Source: *Bank of Greece, Bank Credit and Deposits: June 2024*). Total deposits in the banking system (private sector and general government deposits) amounted to €201.7 billion in June 2024, representing an annual increase of 1.8 per cent. (Source: *Bank of Greece, Bank Credit and Deposits: June 2024*).

The outstanding amount of credit to the domestic private sector amounted to €119.7 billion at the end of June 2024, with the annual rate of change standing at 6.1 per cent. (Source: *Bank of Greece, Bank Credit and Deposits: June 2024*). More specifically, in June 2024, the annual rate of change of credit to non-financial corporations stood at 9.4 per cent. from 5.8 per cent. in December 2023 (Source: *Bank of Greece, Bank Credit and Deposits: June 2024*), marking a recovery in loan demand, primarily from large enterprises (Source: *Bank of Greece, Monetary Policy Report, June 2024*). Bank credit to households has continued to contract, albeit at a decelerating pace.

The outstanding amount of NPLs increased in the first quarter of 2024. Total NPL stock (solo basis) for the domestic banking system at the end of March 2024 amounted to €11.1 billion, compared to €9.9 billion at the end of December 2023, declining by €96.1 billion from their March 2016 peak (Source: *Bank of Greece, NPLs Time Series, June 2024*). As a result, the NPL ratio increased to 7.5 per cent. in March 2024, compared to 6.6 per cent. at the end of December 2023 (Source: *Bank of Greece, NPLs Time Series, June 2024*). The NPL ratios for the business loans portfolio (6.4 per cent.) and mortgages (10.4 per cent.) performed better, compared to the respective ratio for the consumer loans portfolio (11.6 per cent.) (Source: *Bank of Greece, NPLs Time Series, June 2024*).

Today 35 banks operate in Greece, of which ten are commercial banks, four are cooperative banks and 21 are branches of foreign banks (Source: *Bank of Greece, List of credit institutions operating in Greece, June 2024*).

From financial crisis in the Hellenic Republic to the return of investment grade ratings

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 (together, the "**Institutions**") 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*).

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 (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) 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.

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.

On 11 July 2018 the European Commission activated the Enhanced Surveillance procedure for monitoring the implementation of the aforesaid commitments by the Hellenic Republic. Fourteen Enhanced Surveillance reports have been published by the European Commission on the Hellenic Republic so far, with the most recent one being published in May 2022. The Enhanced Surveillance framework for Greece expired on 20 August 2022.

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 cash buffer was an important asset in view of the impact on revenues and extraordinary spending needed to tackle the COVID-19 pandemic and the energy crisis. 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 gross financing needs for approximately three years (Source: *Hellenic Republic Funding Strategy for 2024, PDMA*), even without additional issuance of Greek government bonds ("**GGBs**"). Moreover, these sizeable cash reserves continue to provide a significant buffer against any refinancing and interest rate risks over the medium-term (Source: *Hellenic Republic Funding Strategy for 2024, PDMA*).

Since the beginning of 2024, Greece has successfully raised a total of €8.15 billion by tapping the international debt capital markets. This was achieved through two new bond issuances: a ten-year in February 2024, and a thirty-year in May 2024, amounting to €4 billion and €3 billion respectively. Additionally, five re-openings of existing bonds were carried out, through which a total of €1.15 billion was raised.

Greece's credit rating has now returned to investment grade at three of the four major rating agencies. First, DBRS upgraded Greece to investment grade in September 2023, quoting the sustained commitment to fiscal responsibility, a resilient economy and the implementation of economic reforms as the key drivers for the upgrade. Next, S&P awarded Greece with investment grade in October 2023 followed by Fitch in December 2023. In the meantime, Moody's also lifted Greece's credit rating by two notches from Ba3 to Ba1, one notch below investment grade, referring to profound structural changes in the economy, public finances, institutions and the banking system (Source: *Post-Programme Surveillance Report, Greece, Autumn 2023, December 2023*). In addition, as a result of continuous improvement in macroeconomic and fiscal figures, in April 2024 S&P upgraded Greece's outlook to positive from stable, with the credit rating remaining unchanged at BBB-.

The recent ratings upgrades, fiscal developments and political stability following the June 2023 general elections have all contributed to an improvement in the yield spread of 10-year GGBs relative to the equivalent German government bonds which stood at 104 basis points on 29 December 2023, from 205 basis points on 31 December 2022. However the spread of the 10-year GGB against the respective German government bond slightly increased to 122 basis points on 25 June 2024.

REGULATION AND SUPERVISION

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**"), which transposed into the Greek legislation CRD IV, and the CRR, as amended and in force. In addition, through the trading of its ordinary shares on ATHEX, Alpha Holdings is also subject to applicable capital markets laws in Greece.

Within the SSM, the Bank has been classified as a "Significant Institution" ("**SI**"), and is therefore subject to the direct supervision of the ECB, assisted by the Bank of Greece as National Competent Authority ("**NCA**"), in accordance with the SSM Regulation, Regulation (EU) 468/2014 establishing the framework for cooperation within the SSM between the ECB and NCAs and with national designated authorities (the "**SSM Framework Regulation**") and all other relevant legal acts and decisions of the ECB and the Bank of Greece. The day-to-day supervision is conducted by Joint Supervisory Teams ("**JSTs**"), which comprise staff from both the Bank of Greece and the ECB. The Bank of Greece, as the NCA, conducts the direct supervision of supervised entities which are classified as 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 20 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 (a) Member States within the euro area and (b) non-euro area participating Member States within the SSM, i.e. Member States whose currency is not the euro but whose NCAs have established a close cooperation with the ECB in accordance with Article 7 of the SSM Regulation (with Member States under (a) and (b) called herein "**Participating Member States**"), which also comprises the NCAs with a view to contributing to the safety and soundness of credit institutions and the stability of the financial system within the EU and each Member State.

The ECB has direct supervisory responsibility over SIs in Participating Member States. SIs include, among others, any credit institution located in a Participating Member State (including in the form of a financial holding company and therefore including Alpha Holdings) that meets at least one of the following criteria (set out in Article 6(4) of the SSM Regulation): (i) the total value of its assets exceeds €30 billion; or (ii) the ratio of its 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) it has requested or received direct public financial assistance from the EFSF or the ESM; or (iv) it is one of the three most significant credit institutions in its home country, being a Participating Member State; or (v) it 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 such significance.

As per Article 47 of the SSM Framework Regulation, if an SI fails to meet the criteria provided for in Article 6(4) of the SSM Regulation for three consecutive calendar years, it can be reclassified as an LSI. In particular with respect to SIs classified as such on the basis of item (iii) above, the ending of the classification as SI may take effect if the direct public financial assistance has been denied, fully returned or is terminated; in the event of return or termination of direct public financial assistance, such a decision on the ending of the classification may only be taken three calendar years after the complete return or termination of that direct public financial assistance. 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.

In relation to the Issuer and the Bank, pursuant to its decision dated 1 April 2021, the ECB has decided that: (a) the Issuer and the Bank are a "significant supervised group" within the meaning of point (22) of Article 2 of the SSM Framework Regulation; (b) the Issuer is classified as a significant supervised entity within the meaning of Article 6(4) of the SSM Regulation; and (c) the Issuer is considered to be the entity at the highest level of prudential consolidation within that supervised group.

The direct supervision of the ECB over SIs includes (among other things) the power to:

- authorise and withdraw authorisations of SIs;
- for SIs that wish to establish a branch or provide cross-border services in a Member State outside the Eurozone, carry out the tasks which the NCA of the home Member State shall have under the relevant EU law;
- assess notifications of 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 in any Participating Member State 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;
- authorise the issuance of and supervise covered bonds issued by credit institutions as of 8 July 2022 pursuant to Directive (EU) 2019/2162, which was transposed into Greek law by Greek Law 4920/2022;
- examine outsourcing of activities by SIs; and
- approve strategic decisions of SIs.

As regards the monitoring of credit institutions, the NCAs 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.

The Issuer, being the parent of the Bank, is a 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 by virtue of Greek Law 4799/2021, the Issuer 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 was granted on 18 January 2022, with the following conditions provided in Article 22A(4) of the Banking Law having been 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 or sub-consolidated basis and, in particular, are appropriate to: (i) coordinate all the subsidiaries of the financial holding company through, among other things, the adequate distribution of tasks among subsidiary institutions, if required; (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 or parent institution as concerns the individual, consolidated and, where appropriate, sub-consolidated obligations to which they are subject. The assessment of that criterion must 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 (regarding the shareholders) and the requirements laid down in Article 114 (regarding suitability of the board members) of the Banking Law are met.

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, the Issuer 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 22A(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 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 IV/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, as amended by Executive Committee Act No. 224/1/21.12.2023 of the Bank of Greece and as currently in force, 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 Bank of Greece Governor's Act 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 V, as transposed in Greek law by Greek Law 4799/2021; Commission Implementing Regulations (EU) 2019/876 (CRR II) (EU) 2021/451, as amended by (EU) 2022/185, (EU) 2022/1994, (EU) 2021/453 and (EU) 2016/2070; ECB Regulations 2015/534, 2017/1538 and 2020/605, 2021/943, 2023/1678, as in force), and the national framework (e.g. Law 4799/2021, Bank of Greece Governor's Acts Nos. 2651/20.1.2012, 2670/7.3.2014, 2684/18.5.2020, 2685/22.10.2020, 2689/18.05.2022, 2693/18.7.2023, Executive Committee Acts No. 112/31.1.2017, 157/5/02.04.2019, 175/2/29.7.2020, 191/2/23.07.2021, 185/1/9.3.2021, 214/1/12.12.2022, 215/1/03.02.2023 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 partially implemented in the EU through CRD IV/V, which have been transposed into Greek law, and CRR.

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 framework has been amended by CRR II and CRD V, as transposed into Greek law by Greek Law 4799/2021.

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.

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 of Alpha Holdings is monitored on a consolidated basis by the ECB and the Bank of Greece.

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 non-financial risk.

2021 Banking Package

In November 2021, the European Commission proposed a package of measures that impact both capital requirements and resolution, including (1) a separate legislative proposal aiming to give the resolution authorities the power of setting internal MREL on a consolidated basis subject to certain conditions to be introduced by amendment of the CRR in the area of resolution and BRRD (the so-called 'daisy chain' proposal), (2) a legislative proposal to amend CRR as regards requirements for credit risk, credit valuation adjustment risk, non-financial risk, market risk and the output floor and (3) a legislative proposal to amend CRD as regards supervisory powers, sanctions, third-country branches, and environmental, social and governance risks, as well as BRRD. The proposed rules aim to ensure that EU banks will become more resilient to potential future economic shocks, while contributing to Europe's recovery from the COVID-19 pandemic and the transition to climate neutrality.

The package introduced a number of measures, including the following:

- Finalisation of the implementation of the Basel III agreement in the EU;
- Addressing ESG risks;
- Enhancing supervisory powers;
- New rules for third country branches; and
- Amendment of the CRR in the area of resolution.

Latest updates on the banking package

The final elements for the implementation of Basel III in the EU set up in the October 2021 Commission banking package are now agreed, endorsed by the Council and Parliament and will be implemented in EU law.

The EU has already implemented the vast majority of the Basel III global standards of 2017. This has enhanced the EU’s banking sector’s resilience, increased financial stability and provided the basis for stable funding of the economy. The EU banking system entered the COVID-19 crisis and the period after the Russian invasion of Ukraine on a significantly more resilient footing, allowing banks to mitigate rather than amplify the economic shock. There remained some final elements for the implementation of Basel III in the EU, through the review of EU banking rules proposed by the Commission back in October 2021 (the so-called CRR III/CRD VI or "banking package").

These final elements, in the form of Regulation (EU) 2024/1623 and Directive (EU) 2024/1619, are now agreed, endorsed by the Council and Parliament and will be implemented in EU law. The new CRR rules will start applying on 1 January 2025, while the new provisions included in the CRD will need to be transposed by Member States before they start applying.

Full implementation of Basel III Reform

One of the key outstanding elements of the Basel III framework is the gradual introduction from January 2025 of the so-called 'output floor', which aims to set a lower limit on the capital requirements that banks calculate when using their internal models so as to address the risk that a bank's internal model incorrectly estimates the bank's capital requirements. The Bank is not expecting a negative impact from the output floor and is expecting no significant effect from the overall application of the new regulation. The reason for that is the use of the standardised approach for the calculation of the Bank's credit risk capital requirements and the Bank's small trading book. The new standardised approach for non-financial risk is an accounting measure based on the Bank's income (business indicator component) and historical losses experience (internal loss multiplier). It assumes that the non-financial risk increases in an increasing rate with the Bank's income and the likelihood of incurring non-financial risk losses increases in the future if the Bank has higher historical non-financial risk losses.

ESG Risks

The proposal introduces the requirement that credit institutions have robust governance arrangements and concrete plans signed off by the management body to deal with ESG risks and enlarges the scope of ESG disclosures to all institutions (it currently only applies to large listed ones), in a proportionate way.

Enhancing supervisory powers

The proposal expands the list of supervisory powers available in the CRD Directive to competent authorities to cover operations such as acquisitions by a credit institution of a material holding in a financial or non-financial entity, the material transfer of assets or liabilities and merger or divisions. Moreover, the fit-and-proper criteria for the members of the management body as well as the timing of such assessment are further clarified.

Third Country Branches

The package introduces harmonised provisions on the authorisation, capital, liquidity, governance, reporting and supervision of third country branches to address risks on financial stability arising from the lack of common authorisation or prudential requirements, or appropriate cooperation arrangements between national supervisory authorities in the EU. For third country branches with assets equal to or larger than EUR 30 billion in one or more Member States that are systemically important for the Member States where they are established and the EU, the competent authorities will be able to require their third country parent group to convert the third country branch into subsidiary or, alternatively, impose other requirements provided these are deemed sufficient to address financial stability concerns.

Daisy-chain Regulation

On 25 October 2022, Regulation (EU) 2022/2036 regarding the prudential treatment of global systemically important institutions ("**G-SIIs**") with a multiple point-of-entry resolution strategy and methods for the indirect subscription of instruments eligible for meeting the minimum requirement for own funds and eligible liabilities (the "**Daisy-chain Regulation**"), was published in the official journal of the European Union, by way of which the CRR and BRRD were further amended. Member States had until 15 November 2023 to implement certain changes made to BRRD, while provisions amending the CRR are directly applicable. Amendments made to BRRD were transposed into the Greek law by virtue of the recently enacted Greek Law 5072/2023, which was published on 4 December 2023. In particular, Article 51 et seq. of Greek Law 5072/2023 revised the MREL provisions of Article 45 of the BRRD Law by, among others, providing that:

(a) the relevant resolution authorities shall calculate the amount of own funds and eligible liabilities for each resolution entity or third-country entity that would be a resolution entity if it were established in the EU and/or for the EU parent undertaking as if it were the only resolution entity of the G-SII; and

(b) the relevant resolution authorities shall discuss and, where appropriate and consistent with the G-SII's resolution strategy, agree on the application of the deduction of certain holdings of own funds instruments and eligible liabilities of its subsidiaries that do not belong to the same resolution group and any adjustment to minimise or eliminate the difference between the sum of the amounts referred to the MREL provision (article 45d(4), point (a)) and the initial capital defined under article 12a, point (a) of the CRR.

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. 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. In line with previous years, this buffer for Greek banks has been specified at 0 per cent. for 2022, 2023 and the first, second and third quarters of 2024 (pursuant to Executive Committee Act No. 202/11.3.2022 of the Bank of Greece and the accompanying press releases from the Bank of Greece dated 21 March 2022, 13 December 2022, 28 March 2023, 29 June 2023, 28 September 2023, 19 December 2023, 27 March 2024 and 20 June 2024);
- 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 and was 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 2021 (Executive Committee Act No. 174/26.6.2020 of the Bank of Greece). The O-SII buffer was set at 0.75 per cent. (on a consolidated basis for the Issuer and on solo basis for the Bank) for 2022 (Executive Committee Act No 195/1/29.11.2021), at 1 per cent. (on a consolidated basis for the Issuer and on solo basis for the Bank) for 2023 (Executive Committee Act No 212/1/21.09.2022) and at 1 per sent (on a consolidated basis for the Issuer and on solo basis for the Bank) for 2024 (Executive Committee Act No 221/2/17.10.2023); 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 SSM conducts 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(2) of the SSM Framework Regulation) This process evaluates the:

- sustainability and viability of business model;
- adequacy of governance and risk management;
- assessment of risk to capital on a risk-specific basis (i.e. credit risk, market risk, non-financial risk, interest rate risk in the banking book – IRRBB); and
- assessment of risks to liquidity and funding on a risk-specific basis (i.e. short-term funding, long-term funding and the institution's internally identified risks in normal scenarios and under stressed conditions).

In the SREP context, the SSM 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. For further details see "*The Group – Capital, MREL, leverage and liquidity position and available DTAs of the Group*".

The European Commission decided to revise the existing regulatory framework by bringing forward regulations that would normally come into effect with the CRR II / CRD V framework as well as to mitigate the COVID-19 impact on the economy and encourage banks to grant new loans (CRR II).

As a result, in June 2020 the EU published CRR Quick Fix, which included amendments in relation to the capital requirements set by the CRR and Regulation (EU) 876/2019.

CRR Quick Fix includes, *inter alia*, Articles 468 and 473a which introduced new provisions aiming to:

- Mitigate the negative impact on the regulatory capital of banks from the increase in the expected credit loss as a result of the COVID-19 pandemic. This article extended by a further two years the ability to add back to regulatory capital the expected credit losses recognised in 2020 and afterwards relating to performing financial instruments. This transition period is effective until the end of 2024. The weighting factors were set at 1.00 for the first two years (2020 and 2021), 0.75 in 2022, 0.5 in 2023 and 0.25 in 2024.
- Introduce a temporary prudential filter to neutralise debt market volatility deriving from the effects of the COVID-19 pandemic. The filter was effective between 1 January 2020 and 31 December 2022. As a result of the application of the filter, banks were able to add back a percentage of the unrealised gains and losses in the sovereign debt securities placements that affected CET1 capital. For 2022 the applied percentage was 40 per cent.

The Bank has made use of Articles 473a and 468 of CRR and applies the transitional provisions for the calculation of capital adequacy on both a standalone and consolidated basis.

See also "*The Group – Capital, MREL, leverage and liquidity position and available DTAs of the Group*".

Deductions from CET1

The Bank applies the provisions of the CRR, regarding the items that should be deducted from regulatory capital, on both a standalone and consolidated basis.

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. 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. The NSFR requirement is 100 per cent. See "*The Group – Capital, MREL, leverage and liquidity position and available DTAs of the Group*" and "*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 the light of the impact of the COVID-19 pandemic, the ECB, EBA and European Commission announced a series of measures to ensure that supervised banks will be able to continue financing the economy.

Specifically, on 12 March 2020, the ECB and the EBA announced the following relaxation measures for the minimum capital requirements for banks in the Eurozone:

- Banks were temporarily allowed to operate below the level of capital defined 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 would be allowed to operate below the aforementioned thresholds up to the end of 2022.

- Furthermore, the change that was expected in January 2021 under CRD V regarding the P2R buffer was brought forward allowing the P2R to be covered by Additional Tier 1 capital by 18.75 per cent. and Tier 2 capital by 25 per cent. and not only by CET1 capital.

In addition, the European Commission decided to revise the existing regulatory framework by bringing forward regulations that would normally come in effect with the CRR II / CRD V framework as well as to mitigate the COVID-19 impact on economy and encourage banks to grant new loans. As a result, in June 2020 the EU published CRR Quick Fix which included amendments in relation to capital requirements set by the CRR and CRR II.

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, CRR Quick Fix:

(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 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 and in June 2021 the ECB extended that measure until the end of March 2022 and asked banks nevertheless to plan to maintain sufficient capital in anticipation of the expiry of the prudential exemption. This exclusion—until 31 March 2022—supports credit institutions in continuing to fulfil their role in funding the real economy.

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. The regulation includes certain provisions for the deduction of software assets from CET1 capital.

On 10 February 2022, the ECB announced the end of the last temporary relief measures still available to banks, thus confirming the return to normality under the initially envisaged timeline. Consequently, the ECB expects banks to:

- operate above Pillar 2 guidance from 1 January 2023; and
- reinclude central bank exposures in their leverage ratio calculations from 1 April 2022.

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 neither the Bank nor Alpha Holdings is a G-SII.

An additional leverage buffer applies to G-SIIs (Article 92(b) of the CRR) but it is noted that neither the Bank nor Alpha Holdings is a G-SII.

See "*The Group – Capital, MREL, leverage and liquidity position and available DTAs of the Group*".

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 NSFR requirement of 100 per cent. became binding in June 2021. 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.

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 into Greek law) 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. On 20 October 2022, EBA published revised Guidelines on interest rate risk from non-trading book activities, which have been applicable, with certain exemptions, since 30 June 2023, and draft Regulatory Technical Standards specifying technical aspects of the revised framework capturing interest rate risks for banking book.

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.

MREL targets are defined by the SRB according to its MREL policy (as most recently published in May 2024). The targets have been set taking into account a transitional period that sets the final target for compliance by 2024 on the basis of recent MREL data and reflecting changing capital requirements.

See "*The Group – Capital, MREL, leverage and liquidity position and available DTAs of the Group*".

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, aiming at the suspension of any payment or delivery obligations under any contract to which the "failing or likely to fail" institution is a party ("**pre-resolution moratorium**") and can only be triggered provided that, among others, (a) it is necessary for the determination of whether the resolution action is necessary in the public interest or (b) it is necessary for the assessment of the suitability of the available resolution tools. The power of the resolution authority (after having consulted the NRA) to impose the pre-resolution moratorium also

includes covered deposits and can be imposed for a maximum duration of two business 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 (i.e. that the liabilities may be subject to the write down and conversion powers in case of resolution by bail-in) 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. The amendments to the BRRD by virtue of BRRD II introduce an exemption 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). On 17 September 2021, the European Commission adopted the Commission Delegated Regulation (EU) 2021/1527, whereby such conditions were set out in a binding legislative act of the EU and include cases where:

(a) the inclusion of the contractual term would constitute a breach of the laws, regulations or administrative provisions of the third country governing the liability;

(b) the inclusion of the contractual term would be contrary to an explicit and binding instruction from a third country authority;

(c) the liability arises from instruments or agreements concluded in accordance with international standardised terms or protocols that the institution or entity is unable to amend;

(d) the liability is governed by contractual terms that the institution or entity has to accept in order to be able to participate in or to utilise the services of a non-Union body, and which the institution or entity is unable to amend; and

(e) the liability is owed to a commercial or trade creditor and relates to provision of goods or services that, while not critical, are used for daily operational functioning of the institution or entity and the institution or entity is unable to amend the terms of the agreement.

Internal MREL

Resolution entities (i.e. eligible legal persons in respect of which the resolution plan drawn up by the resolution authority provides for resolution action) 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 the BRRD Law. For credit institutions established in the Eurozone, such as the Bank and credit institutions' parents including financial holding companies established in the Eurozone and subject to consolidated supervision carried out by the ECB, such as Alpha Holdings, 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 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 "**SRM**"). The BRRD was amended by 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, which was further amended by virtue of Greek Law 4920/2022 (GG A 74/15.04.2022), Greek Law 5042/2023 (GG A 88/10.4.2023) and Greek Law 5072/2023 (GG 198/04.12.2023), while the SRM Regulation II came into force on 28 December 2020 being directly binding over all Member States in the Eurozone.

Within the SRM, the SRB is responsible for, among others, drawing up the resolution plans applicable to the banks by carrying out a resolvability assessment of the banks, in cooperation with the ECB and the NRAs, aiming at the preparing the bank and the competent authorities for a potential resolution scenario, and adopting resolution decisions in close cooperation with the ECB, the European Commission, the Council of the EU and the NRAs 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, (a) is declared "failing or likely to fail" by the ECB and/or the SRB (b) there are no supervisory or private sector measures that can restore the bank to viability within a short timeframe, and (c) resolution is necessary in the public interest, i.e. the resolution objectives would not be met to the same extent if the bank were wound up under normal (national) insolvency proceedings. 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.

Single Resolution Mechanism

The innovation of the SRM is due to the fact that it does not emphasise solely the resolution of credit institutions but also the prevention of bank failures at a stage where the crisis can be initially avoided. In particular, the BRRD provides for three main "pillars" of the single resolution structure: the first pillar contains the so-called "preparatory measures", including recovery planning, resolution planning and intra-group financial support agreements; the second pillar includes the "early intervention measures", including the appointment of a special administrator; the third pillar covers the "resolution tools and powers". Thus, the main objectives of the SRM are two: the "crisis prevention" and, if not achieved, the " crisis management".

If the Bank and/or Alpha Holdings infringes or is likely in the near future to infringe capital or liquidity requirements, the competent authorities, including the ECB, have 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, or if the management body fails to comply with that requirement, convene directly, 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 early intervention measures are characterised by different levels of severity; if the first set of measures (as mentioned above) are not sufficient to reverse that deterioration of the entity concerned, additional measures may be imposed, such the removal of senior management and management body and the appointment of a temporary administrator.

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 measures independently of resolution powers, including the write-down and cancellation of shares and the write-down of capital instruments (such as the Notes) and eligible liabilities and/or their conversion 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 minimising 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.

Single Resolution Fund

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 of at least 1 per cent. of the amount of covered deposits of all the institutions authorised in their territory of the EU Member States (expected to be reached by 31 December 2024) and, on 15 February 2024, the SRB confirmed by a press release that the financial means available in the SRF at 31 December 2023 represented €78 billion and therefore reached the target level of at least 1 per cent. of covered deposits held in the Member States participating in the SRM. Given the achievement of the target, the SRB Chair announced that no regular annual contributions will be collected in 2024 from the institutions falling in scope of the SRF, and contributions would only be collected in the event of specific circumstances or resolution actions involving the use of the SRF. 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, being the starting point of the resolution planning process. The SRB uses this information as a starting point for its own assessments of the bank's critical functions, the preferred resolution strategy and the bank's resolvability and can make recommendations to the supervisory authority regarding actions in the bank's recovery plan which may adversely impact the bank's resolvability. The competent 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 at least the following:.

  (a) a strategic business analysis, i.e. a detailed overview of the bank's structure, financial position, business model, critical functions, core business lines, internal and external interdependencies and critical systems and infrastructures;

  (b) the referred resolution strategy, i.e. an assessment of whether, in case of a bank's failure, the resolution objectives are best achieved by winding up the bank under normal insolvency proceedings or resolution, in which case the preferred resolution strategy is developed;

(c) the designation of the financial and operational prerequisites to ensuring continuity in resolution, if the resolution has been determined as the preferred strategy;

(d) an information and communication plan, i.e. steps describing the operational arrangements and procedures required to provide resolution authorities with all necessary information, together with the communication strategy and plan for resolution;

(e) a conclusion of the resolvability assessment focusing on the impediments to the winding-up or the resolution of the bank; and

(f) opinion of the bank on the resolution plan drawn up by the resolution authority.

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 by improving its resolvability, which is achieved when a bank maintains at all times sufficient instruments to facilitate the implementation of the preferred resolution strategy. 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 its or their 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 entity involved is failing or likely to fail. An entity 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 items are reduced first in proportion to the losses and to the extent of their capacity and the resolution authority cancels existing shares or other instruments of ownership or transfers them to bailed-in creditors, and/or (where the entity under resolution has a positive net value) dilutes existing shareholders and holders of other instruments of ownership as a result of the conversion into shares or other instruments of ownership pursuant to Article 47(1) of the BRRD Law;

(ii) if, and only if, the total reduction pursuant to point (i) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of AT1 instruments (such as the Notes) is reduced to the extent required and to the extent of their capacity;

(iii) if, and only if, the total reduction pursuant to point (i) and (ii) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority

pursuant to Article 46 of the BRRD Law, the principal amount of T2 instruments is reduced to the extent required and to the extent of their capacity;

(iv) if, and only if, the total reduction pursuant to point (i), (ii) and (iii) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of subordinated debt that is not AT1 or T2 capital in accordance with the ranking of claims in special liquidation proceedings is reduced to the extent required; and

(v) if, and only if, the total reduction of shares or other instruments of ownership, relevant capital instruments and bail-inable liabilities pursuant to points (i) to (iv) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of, or outstanding amount payable in respect of, the rest of other eligible liabilities (such as senior non-preferred and senior preferred instruments), including debt instruments referred to in Article 145A paragraph 1(ι) of the Banking Law in accordance with the ranking of claims in special liquidation proceedings, is reduced.

A number of liabilities are excluded from the bail-in tool under article 44(2) of the BRRD Law, including among others covered deposits and secured liabilities (including covered bonds). 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 the Bank or Alpha Holdings are provided for by Article 145A of the Banking Law, as follows:

1. claims deriving from the provision of employment services and legal fees to the extent that such claims arose during the two years prior to the opening of special liquidation proceedings under the Banking Law, 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 lawyers from the provision of legal claims to the extent that such claims arose during the last year prior to the opening of special liquidation proceedings under the Banking Law, 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, to the extent that such claims arose prior to the opening of special liquidation proceedings under the Banking Law;

2. 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;

3. 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;

4. any type of Greek state claim aggregated with any surcharges and interest charged on these claims;

5. the following claims on a pro rata basis:

   (i) claims of the SRF, to the extent it has provided financing to the institution; and

   (ii) 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, or they would qualify as eligible liabilities had they not been deposited with branches outside the European Union of credit institutions domiciled in the European Union;

6. 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;

7. claims deriving from eligible deposits to the extent that they exceed the coverage limit and do not fall under paragraph 5 above;

8. 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 Greek or foreign AML/CFT rules;

9. subject to paragraphs 10 and 11 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 3 above;

10. claims deriving from debt instruments issued by the Bank or Alpha Holdings (as the case may be), 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 3 above; and

11. 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 Bank or Alpha Holdings (as the case may be) 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 Bank's or Alpha Holdings' (as the case may be) guarantee in relation to debt instruments issued by subsidiaries of the credit institution which meet the requirements under this paragraph 11 (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 this paragraph 11 are lent or deposited to the Bank or Alpha Holdings (as the case may be). In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph 3 above.

The claims listed under (i) and (ii) of paragraph 5 above 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 Law separately contemplates that certain capital instruments (including the Notes) and certain internal 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 internal eligible liabilities and/or convert them into shares. Article 60 of the BRRD Law similarly provides that, when the power to write down or convert capital instruments at the point of non-viability is applied, either in conjunction with a resolution tool or independently, CET1 items should be reduced first, then AT1 instruments, and then T2 instruments and last other eligible liabilities pursuant to article 59(1a) in conjunction with article 45f(2)(a) of the BRRD Law (such as senior non-preferred and senior preferred instruments), in accordance with the ranking of claims in special liquidation proceedings, to the extent required to achieve the resolution objectives or to the extent of the capacity of the relevant eligible liabilities, whichever is lower.

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.

Under Article 56 of the BRRD Law, 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 arising out of agreements entered into before the publication of the suspension decision, including agreements on covered deposits, for a maximum duration of two business days if an entity is declared "failing or likely to fail" but before entry into resolution, and subject to certain conditions. Under Articles 70 and 71 of the BRRD Law, the resolution authority is also empowered to potentially restrict secured creditors from enforcing security interests and suspend termination rights for the same duration. 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).

Recent developments

On 18 April 2023, the European Commission proposed a package of legislative measures to amend the European Union's existing bank crisis management and deposit insurance framework ("**CMDI**"), with a focus on medium-sized and smaller banks. The package includes: (1) amendments to the BRRD and the SRM Regulation with regard to early intervention measures, conditions for resolution and financing of resolution action; (2) amendments to DGSD with regard to the scope of deposit protection, use of deposit guarantee schemes funds, cross-border cooperation, and transparency; (3) amendments to BRRD with regard to certain aspects of the minimum requirement for own funds and eligible liabilities ("**Daisy Chain Act**").

The proposed rules aimed to address a number of deficiencies that have been identified following a review of the framework on the European Banking Union and to improve the effectiveness of the resolution and deposit protection regimes for EU banks. On 6 December 2023, by a press release, it was announced that the Council and the European Parliament reached a provisional political agreement on the CMDI reform and the European Commission’s proposal. On 22 April 2024, the Daisy Chain Act was published in the Official Journal of the European Union as Directive (EU) 2024/1174, which Member States shall adopt and publish by 13 November 2024.

The main amendments introduced include, among others, the following:

Early intervention measures

The amendments aim to clarify the conditions for applying early intervention measures, including the removal of management and appointment of temporary managers, by permitting early intervention measures when the conditions for supervisory measures under CRD have been met, but those measures have not been taken by the institution or are deemed insufficient to address the identified issues. Moreover, the internal sequencing between early intervention measures, removal of managers and appointment of temporary managers is removed but competent authorities are required to follow the proportionality principle when choosing the most appropriate measure for each circumstance.

Early warning of failing or likely to fail

In recognition of the critical role that the timing of resolution action plays, the amendments set out an obligation for the NCAs to notify sufficiently early the resolution authority as soon as it considers that there is a material risk that an institution or entity meets the conditions for being assessed as failing or likely to fail. Such notification should include the reasons for the competent authority's assessment as well as an overview of the alternative solutions that may prevent the failure of the institution or entity concerned within a reasonable timeframe.

Resolution objectives and public interest assessment

The resolution objectives are clarified to ensure that in the definition of 'critical functions', which is crucial for the assessment of resolvability, reference is added to the 'national or regional level' of the impact of the disturbance of their discontinuation to the real economy or to financial stability.

The resolution objective of minimising the reliance on extraordinary public financial support is also amended to include a specific reference to support provided by the budget of a Member State, to indicate that funding provided by any industry-funded safety nets should be considered preferable to funding supported by taxpayers' money. This is coupled with a change in the procedural rules on public interest assessment, tilting the balance in favour of resolution action, in the sense that the outcome of the public interest assessment should be negative only where the winding up of the failing institution or entity under normal insolvency proceedings would achieve the resolution objectives more effectively and not only to the same extent as resolution. To that aim, the resolution authority will have to consider and compare all extraordinary public financial support that can reasonably be expected to be provided to the institution in resolution against those in the insolvency counterfactual. If liquidation aid is expected in the insolvency counterfactual, this should lead to a positive public interest assessment outcome.

Moreover, the resolution objective related to depositor protection is amended to clarify that resolution should aim at protecting depositors, while minimising losses for deposit guarantee schemes, which means that resolution should be preferred if insolvency would be more costly for deposit guarantee schemes.

Depositor preference

The amendments introduce a general depositor preference with a single-tiered approach, whereby all deposits benefit from a higher priority ranking over ordinary unsecured claims (which is already the case under Greek law), without any differentiation between different types of deposits. This entails that all deposits, including eligible deposits of large corporates and excluded deposits, rank above ordinary unsecured claims and that the super-preference of the covered deposits is removed.

Conditions for providing extraordinary public financial support

The amendments limit extraordinary public financial support outside of resolution to cases of precautionary recapitalisation, preventive measures of deposit guarantee schemes aimed at preserving the financial soundness and long-term viability of credit institutions, measures taken by deposit guarantee schemes to preserve the access of depositors and other forms of support granted in the context of winding up proceedings. Extraordinary public

financial support in any other situations outside of resolution will not be permitted and will result in the receiving institution or entity being considered as failing or likely fail.

Precautionary recapitalisation

The amendments introduced aim to limit precautionary recapitalisations in the form of a subscription of own fund instruments other than CET1 instruments (except in limited exceptional cases), other capital instruments or impaired asset support at a time when the receiving institution is not failing or likely to fail. Precautionary recapitalisations will only be available to solvent institutions, be of limited in time with a clear exit strategy, be proportionate and not be used to offset losses. Other forms of extraordinary public financial support will result in the receiving institution or entity being considered as failing or likely fail.

Amendments to MREL requirements

BRRD under its current version focuses on MREL calibration for bail-in strategies and does not regulate in detail MREL calibration for transfer strategies. In order to reinforce the principle that MREL should remain the first and main line of defence for all institutions, Directive 2024/1174 sets out the principles which should be considered by the SRB when calibrating MREL for transfer strategies - size, business model, risk profile, transferability analysis, marketability, whether the strategy is asset transfer or share deal, complementary use of asset management vehicle for assets which cannot be transferred, and the amount which deposit guarantee is expected to contribute to finance the preferred strategy in resolution.

The amendments further clarify that the power of the resolution authorities to prohibit certain distributions in case of failure of an institution to meet the combined buffer requirement in addition to its MREL is exercised on the basis of an estimation of the combined buffer requirement under the CRD where the institution is not subject to the combined buffer requirement on the same basis as its MREL.

Moreover, the amendments allow for structurally subordinated liabilities that are eligible loss-absorbing capacity under the de minimis exemption set out in Article 72b(4) CRR to qualify as permitted subordinated eligible instruments for the purposes of MREL under the BRRD.

With the aim of removing liquidation entities from the scope of the deductions under the daisy chain approach, the resolution authority is granted the discretionary power to set the internal MREL on a consolidated basis for intermediate entities, subject to certain conditions. Alternatively, the intermediate entity concerned would have to comply with the additional own funds requirement or with the combined buffer requirement on the basis of its consolidated situation. Moreover, issuances of liquidation entities will be removed from the scope of the exposures that an intermediate entity is required to deduct pursuant to the deduction mechanism for the indirect subscription of internal MREL eligible resources.

Use of deposit guarantee schemes in resolution

Although the principle that the first line of defence in case of bank distress should always be the banks' internal loss absorption capacity and the access to resolution financing arrangements is preserved, Directive 2024/1174 explicitly allows the use of deposit guarantee schemes to support transfer transactions that include covered deposits, and, under certain conditions, eligible deposits beyond the coverage level and deposits excluded from the deposit guarantee scheme. This aims to ensure a higher degree of proportionality of the resolution framework and enhance the application of transfer tools in resolution for smaller or medium-sized banks. However, to avoid depletion and ensure that the deposit guarantee schemes have sufficient resources to maintain their functions, their contribution in resolution remains subject to certain limits. On the one hand, any loss which the deposit guarantee scheme may bear as a result of an intervention in resolution must not exceed the loss that the deposit guarantee scheme would bear in insolvency if it paid out covered depositors and subrogated to their claims. On the other hand, the amount of its contribution may not exceed any shortfall in the value of the assets of the institution under resolution transferred to the buyer or the bridge institution in comparison to the value of the transferred deposits and liabilities with the same or a higher priority ranking in insolvency than those deposits.

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) short-term 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) short-term 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 Bank of Greece Governor's Act 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 Bank of Greece Governor's Acts 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), as amended and in force.

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), as amended by Regulation (EU) 2022/2419 of the European Central Bank and as amended by Regulation (EU) 2023/1679 of the European Central Bank (ECB/2023/21), 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 Cabinet Act No 23 of 6 October 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 Code of Conduct for the management of non-accruing loans.

Bank of Greece adopted the European Banking Authority's guidelines on the management of non-performing and regulated exposures (EBA/GL/2018/06) with its Executive Committee Decision No. 175/29.7.2020, as in force, which abolished 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. Said guidelines provide 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.

Furthermore, Bank of Greece introduced its Credit and Insurance Committee Decision No. 116/1/25.8.2014 "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 Decisions No. 129/2/16.2.2015 and 195/1/29.07.2016, as replaced by Credit and Insurance Committee decision 392/31.05.2021, regarding the Revision of the Code of Conduct under Greek Law 4224/2013 (the "**Code of Conduct**").

Executive Committee Decision No. 175/29.7.2020, as in force, lays down a special framework of requirements for credit institutions' management of non-performing exposures, 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 ("**Old Receivables Law**"), and Greek Law 5072/2023, transposing into Greek Law Directive (EU) 2021/2167 (the "**NPE Servicers Directive**") on credit servicers and credit purchasers and amending Directives 2008/48/EC and 2014/17/EU ("**New Receivables Law**"). The NPE Servicers Directive together with other measures which the European Commission has put forward, as well as the action taken by the ECB in the context of banking supervision under the SSM and by the European Supervisory Authority (European Banking Authority), established by Regulation (EU) No 1093/2010 of the European Parliament and of the Council, aims at creating

the appropriate environment for credit institutions to deal with NPLs on their balance sheets, and reducing the risk of future NPL accumulation. 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 and overall financial situation

Step 4: Proposal of appropriate solutions to the borrower

Step 5: Borrower's 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 5, 6 and 8 of the New Receivables Law as well as Executive Committee Act No. 225/30.01.2024 of the Bank of Greece, establish the new framework for the management and transfer of claims from loans that can include NPLs by setting the requirements for the operation of Receivables Management Companies and Receivables Acquisition Companies. Meanwhile, Articles 1 to 3 of the Old Receivables Law, which have been abolished by Greek Law 5072/2023, as well as Executive Committee Act No. 118/19.5.2017 of the Bank of Greece, exceptionally remain in force and continue to govern the sale and transfer of receivables, as well as their respective management agreements, which have taken place until 30 December 2023. Receivables Management Companies, which have been licensed in accordance with Article 1 of the Old Receivables Law and which carry out receivable management activities at the date of entry into force of the New Receivables Law shall continue to carry out their activities until 29 June 2024, without requiring a new license from the Bank of Greece, but will require a new license in order to continue to operate lawfully past this point in time.

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 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 and Greek Law 4605/2019—protection of main residence of the debtor*".

Management and/or transfer of loans

The Old Receivables Law, in conjunction with Executive Committee Act No. 118/2017 of the Bank of Greece, to the extent they remain in force for the sale and transfer of receivables, as well as their respective management agreements, which have taken place until 30 December 2023, and the New Receivables Law, in conjunction with Executive Committee Act No. 225/30.01.2024 provide the framework for the management and the transfer of receivables from both performing loans, NPLs and credits.

According to Article 5(1) of the New Receivables Law, the management of receivables is exclusively undertaken by *societies anonymes* whose exclusive purpose is the management of receivables, and which constitute financial institutions under article 4 par. 1 point 26 of CRR.

The above entities shall obtain a special licence from the Bank of Greece, subject to governance and organisational requirements imposed by the New Receivables Law and shall be subject to the supervision of the Bank of Greece. These entities are further registered with a public registry held with the Bank of Greece, in which all Greek-licensed Receivables Management Companies are registered, as well as Receivables Management Companies seated in another EU member state but operating in Greece, exercising either the freedom of establishment or the freedom to provide services. 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 act of incorporation and the articles of association of the applicant company, as amended and in force, (b) proof of payment of the initial share capital of the applicant company , (c) the address of the head office and the registered office of the applicant, (d) the identity of the members of the board of directors, indicating at least two of them holding managerial positions, the identity of the General Manager or other officer with such responsibilities assigned to him by the board of directors, if not a member thereof, the identity of the natural or legal persons who hold, directly or indirectly, a special participation in the applicant company, and the identity of the natural or legal persons who exercise control over the company through a written agreement or otherwise or by acting jointly, (e) proof that the aforementioned persons under (d) are capable and suitable to hold their respective office or participation ('fit and proper' test), (f) proof that the applicant company implements effective governance arrangements and appropriate internal control mechanisms, including risk management and accounting monitoring processes, (g) proof that the applicant implements a policy ensuring compliance with borrower protection rules, including taking into account their financial situation, (h) proof that the applicant implements sufficient, appropriate and specific internal procedures that ensure the recording and handling of borrower complaints, (j) proof that the applicant implements appropriate procedures to combat money laundering and terrorist financing in accordance with Law 4557/2018, (i) any outsourcing contracts of the applicant, (k) the organisational chart of the applicant, and (l) the business plan of the applicant's operations and objectives with a detailed description of its planned actions, strategy and available resources.

Irrespective of the above, the Bank of Greece may request any additional information that it considers important for the assessment of the application and/or during the operation of the Receivables Management Company.

Under the New Receivables Law, the assignment to a Receivables Management Company of the management and execution of creditor rights, deriving from a credit contract, is mandatorily materialised via a credit management agreement entered into with the Receivables Acquisition Company. Entering into a management agreement is also required when the assignment to a Receivables Management Company of the management and execution of creditor rights is made by a credit or financial institution.

The transfer of credit receivables, which have been granted in Greece by credit institutions having their seat or being legally established in the EU, or leasing companies, factoring companies, credit granting company or microfinance institutions, towards Receivables Acquisition Companies, shall be made exclusively by means of a written contract. The sale and transfer of the aforementioned receivables is valid only to the extent that a relevant management agreement has been entered into between the Receivables Acquisition Company or its representative, if applicable, and the Receivables Management Company, that is an entity for the management of claims that has been licensed and is supervised by the Bank of Greece pursuant to the New Receivables Law. Entering into a management agreement is always required for every subsequent transfer of such receivables.

The Executive Committee Act No. 225/30.01.2024 of the Bank of Greece, as may be 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 New 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.

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 amended and in force, 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 non-financial 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, as amended and in force, 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, 2017/323, 2021/237, 2021/822, 2022/750, 2022/1857, 2023/315, 2023/314, 2024/363 and 2024/818.

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 amended by virtue of the amendment joint ministerial decision no. 61654/14.06.2019 and 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 €50,000.

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, the provisions of which are further specified by means of the Joint Ministerial Decision No. 4027ΕΞ2022/2022, replaces the procedure under the prior regime. 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, as well as private-law governed legal entities exercising economic activity without pursuing economic purpose, 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.*, the debtor's total liabilities towards financial institutions, the Greek State and social security institutions does not exceed the amount of €10,000). 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 out-of-court debt settlement process of the Insolvency Code, and thus, may not apply as debtors for the opening of the out-of-court debt settlement process. The process may also be initiated by eligible creditors (e.g., financial institutions set out above) with an invitation to debtor to submit an application within a deadline of up to 45 calendar days and failure of the debtor to do so result in the termination of the 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 only if an agreement is reached between (a) the debtor (b) participating creditors (being financial institutions) with claims corresponding to 60 per cent. of the total amount of claims of the participating creditors being financial institutions which must include participating secured creditors with claims corresponding to at least 40 per cent. of the total secured claims of the participating creditors being financial institutions. 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.

All actions under the Code of Conduct, *i.e.*, currently Act no. 392/31.05.2021 of the Credit and Insurance Committee of the Bank of Greece, as in force, issued under Article 1 of Greek Law 4224/2013, as well as all any enforcement actions and measures, pending or not, 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 1 to 31 August, 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, against such creditor, on the payment of an aggregate amount equal to either three payment instalments or 3 per cent. of the total amount due against such creditor under the restructuring agreement. Termination of the restructuring agreement with respect to the terminating creditor 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 agreement.

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 financial institutions, the Greek State and social security institutions (set at a minimum of €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 are entitled to amend 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 of the Greek State and shall be applied otherwise and only in accordance with paragraphs 3 and 4, 4A, 4B, 4C and 4D of Article 60. Paragraph 4B, in particular, stipulates that in case a write-off amount is provided for in favour of the debtor under the debt settlement, the financial institutions are entitled to request from the Greek State as guarantor the one-off payment of the guaranteed part of this amount as a whole and the Greek State shall repay its obligations as guarantor in respect of the amount of the principal debt that is fully written off.

Early warning mechanism and debtors' service centres (entry into force from 1 June 2021)

The Insolvency Code has introduced 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, and has been further specified by means of the Joint Ministerial Decision No. 4027ΕΞ2022/2022, 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 per cent. of the total claims, including at least 50.1 per cent. 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 per cent. of such debtors' total liabilities, in accordance with the Greek General Accounting Plan (presidential decree no. 1123/1980), as replaced by the Greek Accounting Standards as set out in Greek Law 4308/2014, 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 per cent. 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 per cent. 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, to the extent in force, 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 per cent. of the value of the applicant's main residence plus interest calculated as three-month Euribor + 2 per cent. 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)

The Insolvency Code 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 then applicable legal regime 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.

The Insolvency Code 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). With the latest amendments of the sale and lease back scheme made in late 2023, the purchase price was legally set to 70 per cent. of the market value of the debtor's ownership right over its primary residence, according to the valuation of a certified valuator. However, the purchase price may be adjusted, if, in the context of an auction, the first offering price is significantly higher (15 per cent. or more) than the valuation price, in which case the purchase price is a percentage of 70 per cent. of the lower of (a) the first offering price and (b) 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. Pursuant to Ministerial Decision No. 81247 ΕΞ 2022/2022 of the Minister of Finance, the Ministry of Finance has resolved to carry out a tender by means of competitive dialogue, in the sense of Greek Law 4413/2016, for entering into an agreement for the delegation of obligations and competencies of the sale and lease-back entity of Greek Law 4738/2020 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.

Securitisations—the Hellenic Asset Protection Scheme (HAPS, HAPS 2 and HAPS 3)

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 (i) the competent Registry of Transcription, in accordance with the procedure set out under Article 3 of Greek Law 2844/2000 or (ii) with the Single Electronic Register of Pledges, established under Article 15 of Greek Law 5123/2024, in accordance with the procedure set out under Article 19 of Greek Law 5123/2024, as applicable. Unless Greek Law 5123/2024 has entered into force at the time of registration, then registration shall be performed pursuant to point (i) above. Otherwise, if Greek Law 5123/2024 has come into force at the time of registration, following the publication of the Hellenic Cadastre's decision for the commencement of the operation of the Single Electronic Register of Pledges under Article 24 par. 1 of Greek Law 5123/2024, then said registration shall be concluded pursuant to point (ii) above, as applicable. Following registration under either point (i) or point (ii) above, as applicable, (A) 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; (B) the underlying obligors of the receivables will be deemed to have received notice that there has been a sale of the receivables; and (C) 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 EEA; 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 competent Registry of Transcription, in accordance with either Article 3 of Greek Law 2844/2000 or with the Single Electronic Register of Pledges, in accordance with Article 19 of Greek Law 5123/2024, as applicable, 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; and

(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, HAPS 2 and HAPS 3)

Greek Law 4649/2019, as amended by Greek Law 4818/2021 and Greek Law 5072/2023, 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, decision 9.4.2021 C (2021) 2545 of the European Commission regarding the prolongation of the Hellenic Asset Protection Scheme and decision 28.11.2023 C (2023) 8034 of the European

Commission regarding the further 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 aggregate commitment under the HAPS scheme further extension, i.e. HAPS 3, entered into force by virtue of Greek Law 5072/2023, amounts to an additional €2 billion. Under HAPS 3, applications for the provision of the Greek state guarantee may be filed exclusively until 31 December 2024 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 per cent. 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 NPL 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 the DGSD. 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 (HBA). 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 (HBA). 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 (HBA).

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 resolution 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 the 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 and in force, 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 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 (SRMR) and Directive No. 2014/59/EU (BRRD),, 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 European Union, fully complies with FATF recommendations and the relevant EU legal rules on anti-money laundering and countering the financing of terrorism ("**AML/CFT**").

Directive (EU) 2015/849 on the prevention of the use of the financial system for the purposes of money laundering or terrorism financing, amending Regulation (EU) No 648/2012 and repealing Directive 2005/60/EC and Directive 2005/60/EC (4th AML/CFT Directive) was transposed in Greece through Greek Law 4557/2018. Law 4557/2018 was 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/CFT Directive), Greek Law 4816/2021 transposing Directive (EU) 2018/1673 on combating money laundering by criminal law (6th AML/CFT Directive) and Greek Laws 4855/2021, 4920/2022, 4941/2022, 5001/2022, 5039/2023, 5042/2023, 5072/2023, 5079/2023, 5090/2024 and 5110/2024. The Bank of Greece has also signed the "Multilateral Agreement on the practical modalities for the exchange of information pursuant to article 57a(2) of Directive (EU)

2015/849" between the European Central Bank and national competent authorities responsible for supervising compliance with the AML/CFT framework.

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 towards the state;
- designation of persons falling within the ambit of Greek Law 4557/2018, including, among others, credit institutions; financial institutions; payment institutions; investment firms; electronic money institutions; credit companies; insurance undertakings operating in the field of life insurance; insurance intermediaries, when operating in the field of life insurance or investment-related services, with the exception of affiliated insurance intermediaries; leasing companies; factoring companies; credit servicing companies for loans and credits subject to the conditions set out in Article 1(25) of the Old Receivables Law (which article has been abolished by Law 5072/2023, but exceptionally continue to govern the sale and transfer of receivables, as well as their respective management agreements, which have taken place until 30 December 2023); estate agents in relation to transactions of a value up to at least €10,000, irrespective of whether such amount corresponds to the sale/purchase price or monthly rent; notaries and lawyers under certain circumstances; external auditors and 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; service providers of exchange services between virtual currencies and fiat currencies as well as custodian digital wallet providers; (the "**obliged persons**");
- definition of the beneficial owner 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/CFT national authorities;
- description of the circumstances, under which the obliged persons must apply due diligence or simplified or enhanced customer due diligence;
- identification and assessment of the AML/CFT risks, taking into account risk factors including those relating to the customers, countries or geographic areas, products, services, transactions or delivery channels;
- definition of Politically Exposed Persons ("**PEPs**");
- adoption of risk-based approach to AML/CFT compliance;
- identify lower/higher AML/CFT 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/CFT 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;
- enhanced due diligence and special measures applicable in relation to 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/CFT Framework. Criminal sanctions may be imposed against natural persons, including persons who aid or abet or act as accessories, noting that, for the purposes of conviction for several offences, it is not necessary to establish all the factual elements or all circumstances relating to that criminal activity, including the identity of the perpetrator. While no criminal proceedings can be brought against legal entities under Greek law, they may face administrative sanctions (including dissolution and liquidation) for breaches of the AML/CFT Framework committed for their benefit by any person, acting either individually or as part of an organ of the legal person and having a leading position within the legal person.

The provisions of Greek Law 4557/2018 are complemented by Regulation (EU) 2015/847 on information accompanying transfers of funds and repealing Regulation (EC) No 1781/2006, which applies from 26 June 2017, as amended by Regulation (EU) 2019/2175. It sets out rules on the information on payers and payees, accompanying transfers of funds, in order to help prevent, detect and investigate AML/CFT 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 has been 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 under Bank of Greece supervision for 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 article 4(13), (14) Greek Law 3691/2008 (which article has been abolished by Law 4557/2018) and Decision 290/12/11.11.2009 on the "Framework governing the imposition of administrative sanctions on the institutions supervised by the Bank of Greece in accordance with| 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 Bank of Greece Governor's Act 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 amended 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/CFT legislation. Decision 281/5/17.03.2009 was further amended by Decision 94/23/15.11.2013 of the Credit and Insurance Committee of the Bank of the Greece, Executive Committee Act 172/29.5.2020 of the Bank of Greece and Executive Committee Act no.188/1/26.4.2021.

Decision 281/5/17.03.2009, as further amended by Credit and Insurance Committee Decision 94/23/15.11.2013, Executive Committee Act 172/2/29.5.2020 and Executive Committee Act 188/1/26.4.2021, takes into account the principle of proportionality, and includes the obligations of all credit and financial institutions and 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. 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 Regulation (EU) 1781/2006 was repealed by Regulation (EU) 2015/847 of the European Parliament and of the Council of 20 May 2015 on the information accompanying transfers of funds.

Extensive AML/CFT reporting obligations apply to entities supervised by the Bank of Greece pursuant to Bank of Greece Governor's Act 2651/20.1.2012, as amended and in force. The Executive Committee Act No. 172/1/29.05.2020 of the Bank of Greece laid down the terms and conditions for digital customer identification by credit institutions and other supervised entities. The Executive Committee Act No. 172/1/29.05.2020 contains a combination of organisational, technical and procedural measures that ensure a reliable verification of identity of natural persons and are designed to prevent identity fraud. Two methods of digital onboarding are envisaged: (a) by videoconference with a trained agent; 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. Exceptionally, for Greek citizens and only as part of the videoconference method, ID cards issued by the Hellenic Police, with data written in Latin characters, may be accepted following valuation of any underlying risks and subject to validity and authenticity checks through the central digital 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 in case of outsourcing functions or agency relationship.
- HCMC Decision No. 35/586/26.5.2011, amending the HCMC decision No. 1/506/08.04.2009 for the prevention of the use of the financial system for money laundering and terrorist financing. The above decision has, among others, extended the enhanced due diligence measures applicable to high-risk customers, and introduced the obligation of companies, subject to it, to freeze the assets of persons who are included in relevant lists.
- HCMC Decision No. 20/735/22.10.2015, amending article 2 of the HCMC decision No. 1/506/08.04.2009 for the prevention of the use of the financial system for money laundering and terrorist financing. with respect to the application of due diligence measures.
- HCMC Decision No. 5/820/30.05.2018, amending article 10(2) of the HCMC decision No. 1/506/08.04.2009 for the prevention of the use of the financial system for money laundering and terrorist financing, by introduction of the obligation for preparation of annual report and submission to the HCMC by the compliance officer.
- HCMC Decision No. 4/894/23.10.2020 for the remote electronic identification of natural persons by obliged persons supervised by the HCMC when concluding business relationships or carrying out occasional transactions.
- HCMC Decision 5/898/3.12.2020, as in force, for the establishment of a register of providers of exchange services between virtual currencies and fiat currencies and a register of custodian digital 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.

Moreover, the European Commission issued Regulation (EU) 2016/1675 supplementing Directive (EU) 2015/849 by identifying high-risk third countries with strategic deficiencies in their national AML/CFT frameworks, as amended and in force.

Furthermore, it should be noted that on 5 December 2017 the Council of the European Union 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 Council of the European Union 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 2024.

In June 2024, the new EU AML / CFT package was published in the Official Journal of the EU. The newly adopted EU Anti-Money Laundering framework includes the following:

- Regulation (EU) 2024/1620 establishing the Anti-Money Laundering Authority ("**AMLA Regulation**"), a single integrated system of AML/CFT supervision across the EU, based on common supervisory methods and convergence of high supervisory standards which will directly supervise some of the riskiest financial institutions that operate in a large number of Member States or require immediate action to address imminent risks. Moreover, the new EU AML/CFT authority will monitor and coordinate national supervisors responsible for other financial entities, as well as coordinate supervisors of non-financial entities and support cooperation among national financial intelligence units and facilitate coordination and joint analyses between them, to better detect illicit financial flows of a cross-border nature. The AMLA Regulation will apply from 1 July 2025;

- Regulation (EU) 2024/1624, known as the EU Single Rulebook Regulation ("**AMLR**"), with directly applicable rules, including in the areas of customer due diligence and beneficial ownership and setting up of an EU-wide limit of €10,000 to large cash payments. The AMLR following its publication in the Official Journal of the EU and entry into force, will apply from 10 July 2027;

- Directive (EU) 2024/1640 on the mechanisms for the prevention of the use of the financial system for the purposes of money laundering or terrorist financing (known as AMLD6) replacing the existing Directive 2015/849/EU and containing provisions that will be transposed into national law, such as rules on national supervisors, beneficial ownership registers and financial intelligence units in Member States. The AMLD6 following its publication in the Official Journal of the EU and entry into force will have to be implemented into national laws within three years, i.e. by 10 July 2027;

- On 9 June 2023 Regulation (EU) 2023/1113 on information accompanying transfers of funds and certain Crypto-assets and repealing Regulation (EU) 2015/847 (the Transfer of Funds Regulation or TFR) was officially published. It shall apply from 30 December 2024; and

- Regulation (EU) 2024/886, known as the Instant Payment Regulation, was published in the Official Journal of the EU on 14 March 2024 and entered into force on 8 April 2024, with the first set of obligations for payment service providers to be complied with as of 9 January 2025.

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 "**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 amended and 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 account information service providers ("**AISPs**") and payment initiation service providers ("**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 AISPs that allow consumers and businesses to have a global view on their financial situation, and the 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.

Following an evaluation of the PSD2 by the European Commission in 2022, the latter proposed the following amendments to the EU payment markets framework:

- Strengthening measures to combat payment fraud;
- Allowing non-bank payment service providers (PSPs) access to all EU payment systems, with appropriate safeguards, and giving them a right to have a bank account;
- Improving the functioning of open banking, especially as regards the performance of data interfaces, removing obstacles to open banking services and consumer control over their data access permissions;
- Reinforcing the enforcement powers of national competent authorities and facilitating implementation of the rules clarifying various elements;
- Further improving consumer information and rights;
- Improving the availability of cash; and
- Merging the legal frameworks applicable to electronic money and to payment services.

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 repealing 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) that transposed into Greek Law Directive 2011/90/EU providing additional assumptions for the calculation of the annual percentage rate of charge. and Joint Ministerial Decision 108544/2018.

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 Bank of Greece Governor's Act 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, which was, however, later abolished by Ministerial Decision 35935/2023, 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 participations of Greek credit institutions in other entities

The Banking Law does not contain any provision regarding the equity participation of credit institutions in other entities. However, the Bank of Greece Governor's Act No. 2604/04.02.2008, concerning the acquisition by credit institutions of qualifying holdings in the share capital of financial sector entities, as amended by Decision 281/10/17.03.2009 of the Banking and Credit Committee of the Bank of Greece, and in force pursuant to article 166(2) of the Banking Law, requires credit institutions to obtain the Bank of Greece's prior approval to acquire or increase a qualifying holding (>10 per cent. of capital or voting rights) 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. Such act also contains a list of cases in which no approval of the Bank of Greece is required for the acquisition of a qualifying holding in a financial sector entity, including among others, the acquisition of a qualifying holding in entities supervised by the Bank of Greece on a standalone basis, provided that such acquisition is subject to notification as well as fit and proper assessment of the proposed acquirer by the Bank of Greece in accordance with the applicable rules.

Moreover, Article 89 of the CRR provides that (1) the acquisition of a qualifying holding, the amount of which exceeds 15 per cent. of the eligible capital of the institution, in an undertaking which is not (a) a financial sector entity; (b) an undertaking, that is not a financial sector entity, carrying on activities which the competent authority considers to be a direct extension of banking, or ancillary to banking, or leasing, factoring, the management of unit trusts, the management of data processing services or any other similar activity, and (2) the total amount of the qualifying holdings of an institution in undertakings other than those referred to in points 1(a) and 1(b) that exceeds 60 per cent. of its eligible capital, shall be treated at the choice of the competent authority as follows:

(c) either by applying a risk weight of 1,250 per cent. to the greater of the amount of the qualifying holdings referred to above under (1) in excess of 15 per cent. of eligible capital, or the total amount of qualifying holdings referred to above under (2) that exceeds 60 per cent. of the eligible capital of the institution; or

(d) by prohibiting institutions from having qualifying holdings referred to above under (1) in excess of 15 per cent. of eligible capital, or a total amount of qualifying holdings referred to above under (2) that exceeds 60 per cent. of the eligible capital of the institution.

The Bank of Greece has opted for the application of point (i) above, pursuant to Decision 114/04.08.2014 of its Credit and Insurance Committee.

Subject to EU regulations, new and significant holdings (concentrations) must also be reported to the Greek Competition Commission according to Greek Law 3959/2011 and notified to the European Commission, 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).

Additional disclosure and/or notification requirements may apply, if the entities, in which credit institutions acquire equity participations, are listed on a regulated market within the meaning of article 4(21) of Greek Law 4514/2018 or otherwise supervised by the Hellenic Capital Market Commission or other regulatory authorities.

Equity participations in Greek credit institutions

Equity participation in Greek credit institutions is subject to the EU qualifying holding rules as transposed and implemented by Articles 23-28 of the Banking Law. The Banking Law provides that the definition of qualifying holding is included in the CRR. Furthermore, according to Article 4(36) of the CRR, "qualifying holding" means a direct or indirect holding in a credit institution which represents 10 per cent. or more of the capital or of the voting rights of the credit institution in question, or which makes it possible to exercise a significant influence over the management of such undertaking.

According to Article 23 of Banking Law, any individual or legal entity, individually or acting in concert, (a "proposed acquirer") intending to acquire, directly or indirectly, a qualifying holding or increase a holding which would result in reaching or exceeding the thresholds of 20 per cent., 1/3 or 50 per cent. of the voting rights or equity (capital) participation in a Greek credit institution, or so that the credit institution in question would become its subsidiary (the "proposed acquisition"), shall notify in writing the Bank of Greece (or the ECB following the entry into force of the SSM Regulation) of the credit institution in which it is seeking to acquire or increase a qualifying holding in advance of the acquisition, indicating the size of the intended holding and the relevant information, as specified in accordance with the Banking Law, Act No. 142/11.6.2018 of the Executive Committee of the Bank of Greece, as amended by relevant Executive Committee Acts No 178/4/2.10.2020 and 224/21.12.2023) and in force, and the SSM Regulation.

Executive Committee Act No. 142/11.6.2018 of the Bank of Greece, as amended by Executive Committee Acts No. 178/02.11.2020 and 224/21.12.2023 of Bank of Greece, and as in force, sets out the regulatory procedure and requirements for the acquisition of a qualifying holding in a credit institution, including (a) a notification for the acquisition of a qualifying holding; (b) the submission of questionnaires, as well as the information and supporting documentation, for the fit and proper assessment of the proposed acquirer by the Bank of Greece in cooperation with the ECB (in the context of the SSM), and if the proposed acquirer intends to appoint new members of the management body and/or key function holders, the questionnaires as well as the information and supporting documentation required for their fit and proper assessment (by the Bank of Greece if the credit institution is an LSI, or the Bank of Greece in cooperation with the ECB, in the context of the SSM, if the credit institution is a SI); and (c) appropriate privacy statements included in the Executive Committee Act No. 142/11.6.2018 of the Bank of Greece concerning personal data processing, as amended and in force.

Any proposed acquirer that has taken a decision to acquire or further increase, directly or indirectly, a holding in a credit institution that has its head office in Greece as a result of which the proportion of the voting rights or of the capital held would reach or exceed 5 per cent. shall first inform the Bank of Greece, notifying it of the size of the intended holding. For the purposes of implementation of the said Article 23 and Articles 24-28 of the Banking Law "acting in concert" means that two or more proposed acquirers plan to act jointly in the exercise of their rights after acquiring shares or voting rights under an agreement that is entered into in writing or orally or is implied from facts, whether or not these persons are associated. In this case, voting rights shall be notified to the Bank of Greece either by each proposed acquirer or by any of them that has been delegated for this purpose.

The proposed acquirer and any Members of the Board of Directors who will direct the business of the credit institution as a result of the proposed acquisition will go through an assessment review process (commonly known as the "fit and proper" test), pursuant to which the supervisory authority will review the fulfilment of the relevant suitability criteria, as set out in article 24 of the Banking Law (indicatively the reputation of the proposed acquirer; the reputation, knowledge, skills and experience, of any member of the management body who will direct the business of the credit institution as a result of the proposed acquisition; whether the credit institution will be able to comply and continue to comply with the prudential requirements).

It is noted that the procedures on the acquisition or increase of a qualifying holding in an existing credit institution are the "common procedures" as defined in the SSM Framework Regulation, on which the final decision lies with the ECB with respect to all credit institutions of Member States participating in the SSM.

In particular, since 4 November 2014, the ECB has been exclusively competent to assess acquisitions and increases of qualifying holdings in all credit institutions established in the EU Member States participating in the SSM. In this context, in 2023, the ECB published its guide on qualifying holding procedures. This Guide aims to clarify the supervisory approach taken by NCAs and the ECB in the assessment of qualifying holding procedures. It covers: (i) the scope of the persons required to undergo an assessment; (ii) how the assessment criteria are applied; and (iii) further guidance on some of the key documentation required in the assessment of qualifying holding procedures. It also provides more information on complex acquisition structures, the application of proportionality and specific procedural aspects.

Among others, the Guide provides for the following:

- The ECB's exclusive competence to assess acquisitions and increases of qualifying holdings in credit institutions in the countries participating in the SSM is exercised in close alignment with the NCAs. The latter serve as the entry points for notifications, and must submit a proposal to the ECB to oppose or not oppose the acquisition or increase of a qualifying holding.

- Any natural or legal person that has taken the decision to acquire or increase a qualifying holding is required to notify the competent authority responsible for supervising the relevant credit institution. The notification should be made when the decision has been taken. Therefore, as a general principle, a proposed acquirer should always notify the NCA prior to the intended transaction. The principle of proportionality does not apply to the obligation to notify.

- The obligation to notify is triggered as soon as the proposed acquirer has taken the decision to acquire a qualifying holding in the target. As a general rule, it can be presumed that the proposed acquirer has taken the decision to acquire a qualifying holding once it makes an unconditional offer to the current shareholder(s) to enter into a legally binding transfer agreement. The submission of a final bid (unconditional offer) to the seller(s) by the proposed acquirer is therefore the latest point in time at which the decision to acquire materialises and triggers the obligation to notify.

- Clarifications regarding cases of acting in concert, even on the basis of implicit agreements or concerted practices.

Notification obligations also exist according to Article 26 of Greek Law 4261/2014 where an individual or legal entity decides to cease to hold, directly or indirectly, an equity participation in a Greek credit institution or to reduce its participation below the thresholds defined in the law.

Any envisaged acquisition of a holding between 5 per cent. and 10 per cent. of the capital or of the voting rights of a credit institution must also be notified to the Bank of Greece which examines whether such acquisition will allow the proposed acquirer to exercise a significant influence over the management of that credit institution, in which case a fit and proper assessment of the proposed acquirer pursuant to Executive Committee Act No. 142/11.6.2018 of the Bank of Greece, as amended by Executive Committee Acts No. 178/02.11.2020 and No. 224/1/21.12.2023 of the Bank of Greece and as in force, must also be carried out.

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, 4722/2020 and, most recently, 4831/2021 ("**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.

Pursuant to the new provisions of Greek Law 4831/2021, the transaction loss from the exchange of Greek government bonds or corporate bonds guaranteed by the Greek state, in application of a participation programme in the redistribution of Greek debt (of par. 2 of article 27 of law 4172/2013), deducts as a priority compared to the transaction loss due to credit risk. The amount of the annual transaction loss from credit risk deduction is limited to the amount of annual gains determined under tax law, before the deduction of these losses resulting from credit risk and after the deduction of the loss resulting from the PSI bond exchange, see "*Regulation and Supervision – PSI Programme*". The remaining amount of the annual deduction that has not been offset is carried forward for deduction in subsequent tax years within the twenty-year period, in which the remaining profits will remain after the annual deduction of the transaction losses corresponding to those years. The order of deduction of the transferred amounts is preceded by the older transaction loss balances compared to the newer ones. If at the end of the twenty-year amortisation period there are balances that have not been offset, these are losses subject to the five-year transfer rule. It is noted that the above provision does not affect the rate of the depreciation for regulatory purposes of the DTA, neither retrospectively nor in the future, i.e. the DTA will continue to be depreciated on a straight line basis (one-twentieth per year), for both previous, as well as for future sales of NPLs. In this context, the purpose of this amendment is to avoid a significant one-off impairment of DTAs, as a result of the tax amortisation of accumulated loan losses. The above applies from 1 January 2021 and concerns debit differences due to credit risk that have arisen since 1 January 2016.

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 CET1 capital but rather risk weighted, thereby improving an institution's capital position. See "*The Group – Capital, MREL, leverage and liquidity position and available DTAs of the Group*".

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 eligible DTA to Tax Credit, 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 (eligible DTA to Tax Credit) 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 Tax Credit 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. Also, the discussion below is limited to the payment of interest under Notes as per the terms of which the redemption amount of such Notes may not be less than the principal amount thereof.

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 a new Greek income tax code was brought into force (by virtue of Greek Law 4172/2013, effective as of 1 January 2014, as amended from time to time) limited (if any) 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 law purposes ("**Non-Resident Noteholders**") will be subject to Greek withholding income tax at a flat rate of 15 per cent., which is made in respect of payments of interest to Non-Resident Noteholders by the Issuer. 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 law purposes ("**Resident Noteholders**") will be subject to Greek withholding income tax at a flat rate of 15 per cent., which is made in respect of payments of interest to Resident Noteholders by the Issuer; 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 of the Luxembourg Stock Exchange and the Euro MTF), or are listed on an organised stock market outside the EU which is supervised by a regulatory authority accredited by the International Organisation of Securities Commissions (IOSCO) (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 in respect of Resident Noteholders; 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. (Guidelines E. 2031/26.04.2023) except if they are acting in the context of an organised business or profession in which case, 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 (individuals) will be subject to Greek income tax at a flat rate of 15 per cent. (Guidelines E. 2031/26.04.2023), except if they are acting in the context of an organised business or profession in which case 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, currently at the rate of 22 per cent.; credit institutions which have submitted in the scope of the DTA Framework (for more information, see "*Regulation and Supervision – Deferred Tax Assets (DTAs)*") are taxed at 29 per cent.; and

(f) In case of an issue of notes, such as the Notes, under Greek Law 4548/2018 and article 14 of Greek Law 3156/2003, 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.

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 ("**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 16) 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

Citigroup Global Markets Europe AG, HSBC Continental Europe, J.P. Morgan SE, Morgan Stanley Europe SE, UBS Europe SE and UniCredit Bank GmbH (the "**Joint Lead Managers**") have, pursuant to a Subscription Agreement (the "**Subscription Agreement**") dated 6 September 2024, 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 Joint Lead Managers in consideration of their agreement to subscribe for the Notes and to reimburse the Joint Lead Managers for certain of their expenses in connection with the issue of the Notes. The Joint Lead 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 Joint Lead 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 distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it 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 Joint Lead 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 Joint Lead 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:

(iii) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK 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 Joint Lead 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 Joint Lead Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead 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 Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**"), pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Greece

Each Joint Lead 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, as amended, implementing in Greece MiFID II Delegated Directive (EU) 2017/593.

Republic of 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 Joint Lead 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**");

(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 Joint Lead 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 the Issuer shall not have any responsibility therefor.

Neither the Issuer nor any of the Joint Lead 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 31 January 2024.

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 2022 and 31 December 2023;
- the Alpha Holdings H1 Report;
- 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 17 (*Notices*) are expected to be available in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com).

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg.

The International Securities Identification Number ("**ISIN**") for the Notes is XS2805274326 and the Common Code is 280527432.

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

There is no explicit yield to maturity. The Notes do not carry a fixed date for redemption and the Issuer may not, and under certain circumstances is not permitted to, make payments on the Notes at the full stated rate. The interest rate is also subject to periodic resetting.

For information purposes only, the yield in respect of the Notes from (and including) the Interest Commencement Date up to (but excluding) the First Reset Date, and assuming no Write-Down and no cancellation of interest during such period, would be 7.500 per cent. per annum. The yield is calculated on a semi-annual basis at the Interest Commencement Date of the Notes on the basis of the issue price of 100 per cent. and the Initial Rate of Interest. It is not an indication of the actual yield for such period or of any future yield.

Material Change and Significant Change

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2023 and no significant change in the financial position of the Issuer or the Group since 30 June 2024.

Litigation

Subject as disclosed under "*Risk Factors – Factors that may affect the Issuer's ability to fulfil its obligations under the Notes – Risks relating to the Group's business – Litigation risk*" and in the semi-annual report of Alpha Holdings for the period ended 30 June 2024 (page 67 for the Group and page 123 for the Bank) incorporated by reference in the Offering Circular, 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.

Third Party Information

The Issuer confirms that, where information has been sourced from a third party, such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Auditors

The current statutory auditors of 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 the Issuer's 31 December 2022 and 31 December 2023 consolidated and separate financial statements prepared in accordance with IFRS as adopted by the European Union were not qualified.

The annual financial reports of the Issuer for the financial years ended 31 December 2022 and 31 December 2023 and the semi-annual financial report of the Issuer for the six months ended 30 June 2024 were prepared in accordance with IFRS as adopted by the European Union.

ISSUER

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