



**EXPLANATORY NOTES OF THE BOARD OF DIRECTORS TO THE AGENDA/  
DRAFT RESOLUTIONS**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Friday, June 26, 2026**

**Item 1: Approval of the Annual Separate and Consolidated Financial Statements of the financial year 2025 (1.1.2025 - 31.12.2025), together with the relevant reports of the Board of Directors, which are accompanied by the Independent Auditors' Report.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Bank	

In accordance with the Articles of Incorporation of Alpha Bank S.A. (“the Bank”) and Company Law 4548/2018, the Board of Directors submits for approval to the Ordinary General Meeting the Annual Separate and Consolidated Financial Statements for the financial year 2025 (1.1.2025 - 31.12.2025). The Financial Statements are comprised of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement and the respective notes on the Financial Statements, in accordance with the requirements of the International Financial Reporting Standards.

Shareholders may obtain a copy of the [Annual Financial Report 2025](#) from the website of the Bank. The said Report incorporates the Annual Financial Statements of the Bank and the Group submitted for approval, the Statements by the Members of the Board of Directors, the Board of Directors' Report, (which includes the Explanatory Report of the Board of Directors, the Sustainability Statement and the Corporate Governance Statement), as well as the corresponding Independent Auditors' Reports.

The Board of Directors proposes to the Ordinary General Meeting the approval of the Annual Separate and Consolidated Financial Statements for the financial year 2025 (1.1.2025 - 31.12.2025), together with the relevant reports of the Board of Directors which are accompanied by the Independent Auditors' Report.

The results of the Bank for the financial year 2025 amounted to profits of Euro 1,002,766,484.37 after income tax, which are proposed to be appropriated as per the table below:

PROFIT DISTRIBUTION TABLE OF 2025

(amounts in Euro)

Profit/(loss) before income tax	964,268,470.02
Less: Income Tax	38,498,014.35
<b>Profit/(loss) from continuing operations</b>	<b>1,002,766,484.37</b>
Profit/(loss) from discontinued operations	-
<b>Profit/(loss) for the year</b>	<b>1,002,766,484.37</b>
It is proposed to transfer the above profits as follows:	
Statutory reserve	50,138,324.22
Intragroup and other non-taxable dividends reserve	114,772,790.34
Retained Earnings / (Losses)	837,855,369.81
<b>Total</b>	<b>1,002,766,484.37</b>

According to article 158 of the Company Law 4548/2018, companies are obliged to form a statutory reserve that equals to at least one-twentieth (1/20) of the annual net profit for each financial year. The formation ceases to be obligatory when the reserve reaches at least one third (1/3) of the share capital.

As per article 48 of Greek Tax Law 4172/2013 and following the resolution of the Ordinary General Meeting held at 27.7.2023 intragroup dividends are recorded and monitored separately through special reserves in Equity.

Proposed resolution:

The Ordinary General Meeting approves the Annual Separate and Consolidated Financial Statements for the financial year 2025 (1.1.2025 - 31.12.2025), together with the relevant reports of the Board of Directors which are accompanied by the Independent Auditors' Report.

Additionally, the Ordinary General Meeting resolves that the results of the financial year 2025, as depicted in the above table, be allocated as follows:

- formation of a statutory reserve of Euro 50,138,324.22 which is one-twentieth (1/20) of the net profit for the year 2025.
- increase of the Intragroup and other non-taxable dividends reserve by Euro 114,772,790.34.
- increase of the Retained Earnings by Euro 837,855,369.81.

**Item 2: Approval of the offsetting of the Merger Reserve with (i) the Share Premium in accordance with article 35 par. 3 (b) of Company Law 4548/2018 as in force, and (ii) the share capital decrease Special Reserve in accordance with article 31 par. 2 of Company Law, as in force.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Bank	

The merger by absorption of Alpha Services and Holdings S.A. by Alpha Bank S.A. (the “Reverse Merger”), has been completed on 27.6.2025, following the registration with the General Commercial Registry of decision No 3649542 ΑΠ / 27-06-2025 of the Ministry of Development. In the context of the Reverse Merger the entire number of 51,979,992,461 common, registered voting shares of the Bank with a nominal value of Euro 0.09 each, which formed its share capital and were held before the completion of the Reverse Merger, by the absorbed company as its parent entity, were transferred to Alpha Bank and became own shares of Alpha Bank according to paragraph 4 (b) of article 49 of the Company Law and canceled simultaneously to the completion of the Reverse Merger.

Following their cancelation, the debit difference between the book value of Alpha Services and Holdings’ investment in the Bank and the nominal value of such 51,979,992,461 shares has been recorded in a special equity reserve (the “Merger Reserve”). Intercompany assets and liabilities were also eliminated, and any difference that arose upon elimination was recognized directly in that Merger Reserve as well. Following the above, the Bank recognized (debited) a Merger Reserve of a total amount of Euro 1,577,071,302.16.

The Board of Directors proposes to the Ordinary General Meeting the offsetting of (a) the share premium account of Euro 1,331,431,584.63, in accordance with article 35 par. 3 (b) of Company Law 4548/2018 and (b) the Special Reserve from share capital decrease of Euro 245,639,717.53, in accordance with article 31 par. 2 of Company Law 4548/2018, against the above-mentioned Merger Reserve of a total amount of Euro 1,577,071,302.16.

The above-mentioned offsetting will not affect the Bank’s prudential own funds on a standalone or a consolidated basis, while its capital ratios will continue, post-offsetting, to exceed the minimum regulatory capital requirements laid down in the Capital Requirements Regulation (CRR) III and in Greek Law 4261/2014 on a group and solo basis.

It is noted that the European Central Bank (ECB) has already granted its permission to the Bank to reduce its own funds on a consolidated and an individual basis, pursuant to articles 77(1)(b) and 78(1)(b) of Regulation (EU) No 575/2013, through the reclassification as other own funds items of the share premium accounts related to CET1 instruments for a maximum amount of Euro 1,331,431,584.63, for the purposes of offsetting the said Merger Reserve. The offsetting of the remaining amount of Euro

245,639,717.53 with the Special Reserve from Share Capital Decrease is not subject to the ECB approval.

Further to the above, it is proposed that the Board of Directors of the Bank be authorized in order to proceed with all the relevant actions necessary for the implementation of the above.

Proposed resolution:

The Ordinary General Meeting, as per the above recommendation of the Board of Directors, approves the offsetting of (a) the share premium account of Euro 1,331,431,584.63, in accordance with article 35 par. 3 (b) of Law 4548/2018 and (b) the Special reserve from share capital decrease of Euro 245,639,717.53, in accordance with article 31 par. 2 of Company Law 4548/2018, against the above-mentioned Merger Reserve of a total amount of Euro 1,577,071,302.16, and authorizes the Board of Directors to proceed with all the relevant actions necessary for the implementation of the above.

**Item 3: Approval of dividend distribution in cash and granting of authorizations.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Bank	

As of 31.12.2025, the Bank demonstrated strong profitability, organic capital generation and a significant reduction of its Non-Performing Exposures (NPEs) stock. At the same time, a strong trajectory is also projected for the Greek economy. On this basis, the Bank may target sustainable distributions to the Shareholders, while retaining adequate capital buffers for meeting management targets, achieving future growth and dealing with contingent events.

Taking the above into account, the Board of Directors of the Bank proposes to the Ordinary General Meeting, as per the provisions of articles 159-162 of Company Law 4548/2018, the cash distribution of Euro 148,005,238.21 to the Shareholders of the Bank through the “Intragroup and other non-taxable dividends reserve”. It is clarified that the proposed dividend is calculated before withholding the applicable tax (5% on account of Income Tax according to articles 61, 62 and 64 of law 4172/2013, as in force). It is noted that any own shares, currently held by the Bank, are not entitled to any dividend payment. Accordingly, the dividend amount corresponding to the own shares increases the dividend amount distributable to the remaining shares and is already calculated in the proposed distributable dividend.

The Bank completed the distribution of interim dividend to its Shareholders in December 2025. Thus, taking into account the amount of Euro 111,388,046.88 (or Euro 0.0484905441 gross per share), that has already been paid in cash to Shareholders (interim cash dividend) in December 2025, as per the resolution of the Board of Directors dated 26.9.2025, the remaining amount of cash distribution to the Shareholders for the financial year 2025 amounts to Euro 148,005,238.21 (i.e. on top of the interim dividend) which corresponds to Euro 0.0656749171 gross per share (the final amount of the cash dividend per share may be adjusted depending on the actual number of own shares held by the Bank on the record date). As a result, the total amount of profit distribution (including the interim cash dividend), through the Intragroup and other non-taxable dividends reserve, amounts to Euro 259,393,285.09.

The above proposal is combined with the proposal of a new Share Buyback Program (see item 13 below), serving any and all purposes permitted by applicable laws and the regulatory framework, including the acquisition of own shares and subsequently their cancellation, thus increasing the value per share, as part of the overall distribution of dividend to the Bank's Shareholders taking into consideration the Bank's Shareholder Remuneration Policy.

It is noted that, for the above purpose, the Bank will acquire own existing, common, registered shares corresponding to the amount of Euro 259,393,285.09 under the Share

Buyback Program.

In particular, in line with its Shareholder Remuneration Policy, the Bank aims at supplementing the proposed cash distribution through the acquisition of own shares and then the reduction of the number of the Bank's shares by canceling any shares acquired.

The above combined proposals of distribution of dividend in cash and application of net profits after tax for the acquisition of own shares through the Bank's Share Buyback Program, result in a total amount of Euro 518,786,570.17 through the combination of the cash distribution with Share Buybacks. The said total amount is equal to 55% of the consolidated 2025 net profit after tax, as provided for in the Bank's Shareholder Remuneration Policy.

It is noted that the above cash distribution and cancelation of own shares that will be acquired through the Share Buyback Program is in line with the Shareholder Remuneration Policy and is subject to approval by the European Central Bank (ECB), for which a petition has been filed and its approval is pending.

The key dates regarding the cash dividend are the following:

- a. 1.7.2026: Ex-dividend date (namely the date from which the Bank's shares will be traded on the Euronext Athens without the right to receive dividend),
- b. 2.7.2026: Cash dividend beneficiaries record date (namely the date on which the beneficiaries of the dividend shall be all the Shareholders registered in the records of the Bank's Dematerialized Securities System), and
- c. 8.7.2026: Cash dividend payment date (the date on which the cash dividend payment shall commence).

The dividend is payable in cash through Alpha Bank (proposed paying bank).

It is also proposed that the necessary authorizations for the implementation of the relevant process and the implementation of the present resolution be provided to the Bank's Board of Directors by the General Meeting.

#### Proposed resolution:

The Ordinary General Meeting approves, subject to the approval by the European Central Bank, the distribution in cash of the amount of Euro 148,005,238.21 (in addition to the amount of Euro 111,388,046.88 distributed as interim dividend by the Board of Directors) to the Shareholders of the Bank as per the above in accordance with the legal and regulatory framework currently in force and authorizes the Board of Directors to proceed with the implementation of the aforementioned process. As a result, the total amount of profit distribution in cash (including the interim cash dividend), through the Intragroup and other non-taxable dividends reserve, amounts to Euro 259,393,285.09

- Item 4:** a) **Approval of the distribution of an amount of Euro 19.9 million of the Bank’s intragroup and other non-taxable dividends reserve to Bank’s eligible Staff. Granting of authorization to the Board of Directors.**
- b) **Distribution of an amount of up to Euro 1.1 million by Group Companies to their eligible Staff. Granting of authorization to the Board of Directors.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights issued by the Bank	

The Board of Directors, following a relevant recommendation by the Remuneration Committee and taking into account a number of parameters including the following:

- 2025 marked a further year of solid performance for the Bank and the Group. The three-year strategic plan was completed, reinforcing the Group’s positioning for sustainable long-term value creation. Profitability has improved in 2025, lending activity remained robust while not compromising asset quality, securing a more resilient balance sheet and enabling healthy capital generation; and
- the Bank seeks to reward all of its Employees and Employees of Group Companies, who are eligible in accordance with the Remuneration Policy for Alpha Bank and its Group, acknowledging their performance and critical contribution, through hard work and dedication, to achieving the Group’s strategic objectives

proposes to the Ordinary General Meeting:

- (a) the approval of the distribution of part of the Bank’s intragroup and other non-taxable dividends reserve of a total of Euro 19.9 million to the Bank’s eligible Staff as a reward for their contribution to the achievement of the Bank’s profitability and objectives, in accordance with the Remuneration Policy for Alpha Bank and its Group and the respective provisions of the legal and regulatory framework;
- (b) the granting of authorization to the Board of Directors for the approval of the distribution of an amount of up to Euro 1.1 million (deriving either from the financial year 2025 net profits or from the discretionary reserves of each Company) by Group Companies’ to their eligible Staff as a reward for their contribution to the achievement of the profitability and objectives both at an individual and a consolidated level.

In accordance with the Remuneration Policy for Alpha Bank and its Group, the proposed payments refer to the cash component of the variable remuneration to be paid to eligible Staff and will be subject to any limitations and restrictions provided under all applicable laws and regulations.

Further to the above, it is proposed that the Board of Directors of the Bank be authorized to determine, in cooperation with the Remuneration Committee, the specific terms of distribution of the above amounts and to proceed with all necessary actions, in accordance with the applicable Remuneration Policy and all applicable laws and regulations, both at Bank level and at Group level (by exercising the voting rights at the respective General Meetings of the Subsidiaries).

Proposed resolution:

In accordance with the above, the Ordinary General Meeting:

(a) approves the distribution of an amount of Euro 19.9 million from the Bank's intragroup and other non-taxable dividends reserve for the financial year 2025 (1.1.2025 - 31.12.2025) to its eligible Staff;

(b) grants the authorization to the Board of Directors for the approval of the distribution of an amount of up to Euro 1.1 million (deriving either from the financial year 2025 net profits or from the discretionary reserves of each Company) by Group Companies to their eligible Staff; and

(c) authorizes the Board of Directors to proceed with the necessary actions, as described above, in order for the proposed distributions to be implemented at Bank and Group level.

**Item 5: Approval of the overall management for the financial year 2025 (1.1.2025 - 31.12.2025) as per article 108 of Company Law 4548/2018 and discharge of the Statutory Certified Auditors for the financial year 2025, in accordance with article 117 par.1 (c) of Company Law 4548/2018.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

The Board of Directors of the Bank proposes to the present Ordinary General Meeting the approval of the overall management by the Members of the Board of Directors for the financial year 2025 (1.1.2025 - 31.12.2025), as per article 108 of Company Law 4548/2018, as well as the discharge, in accordance with article 117 par. 1(c) of Company Law 4548/2018, of the Statutory Certified Auditors from any liability for their actions and for the audit of the Financial Statements for the above financial year, respectively.

**Proposed resolution:**

The Ordinary General Meeting approves the overall management by the Members of the Board of Directors for the financial year 2025 (1.1.2025 - 31.12.2025) as per article 108 of Company Law 4548/2018 and discharge, in accordance with article 117 par. 1(c) of Company Law 4548/2018, of the Statutory Certified Auditors from any liability for their actions and for the audit of the Financial Statements for the financial year 2025, respectively.

**Item 6: Appointment of Statutory Certified Auditors for the statutory audit of the Financial Statements and the assurance of sustainability reporting for the financial year 2026 (1.1.2026 - 31.12.2026) and approval of their fee.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

In application of the Articles of Incorporation of the Bank, of law 4449/2017 and of Regulation (EU) No 537/2014, the Board of Directors, following the relevant recommendation by the Audit Committee, proposes to the Ordinary General Meeting the appointment of the audit firm with the corporate name “Deloitte Certified Public Accountants S.A.” and the trade name “Deloitte” (Institute of Certified Public Accountants of Greece Registration No E 120) to carry out the statutory audits of the Bank’s Separate and Consolidated Financial Statements and provide the Limited Assurance Report for the Sustainability Statement according to article 154c of Company Law 4548/2018 for the year 2026.

The audit fee of the “Deloitte Certified Public Accountants S.A.” audit firm for the statutory audit of the (separate and consolidated) Financial Statements of the Bank for the year 2026 as well as for the Limited Assurance Report of the Sustainability Statement for the financial year 2026, following the respective recommendation of the Audit Committee is proposed to the amount of Euro 2.2 million plus V.A.T.

The total fees of Deloitte for the financial year 2025 are disclosed in note 52 of the Annual Financial Statements of the Bank, as stipulated in article 29 of law 4308/2014, as follows:

<i>(Amounts in millions of Euro)</i>	<b>From 1.1.2025 to 31.12.2025</b>
Fees for the statutory audit of the annual accounts*	1.8
Fees for the issuance of a tax certificate	0.3
Fees for other audit services**	0.9
Fees for other non-audit services	0.1
<b>Total</b>	<b>3.1</b>

\* *The statutory audit fees include relevant expenses.*

\*\* *Fees for other services provided to the Bank include:*

- *audit fee of Euro 0.2 million for the review of the Consolidated Interim Financial Statements as of 30.9.2025, which has been performed by the Statutory Certified Auditor although not required by the law.*
- *audit fees of Euro 0.3 million for the Limited Assurance Report of the Sustainability Statement as of 31.12.2025.*

Proposed resolution:

The Ordinary General Meeting, based on the above recommendation, approves the appointment of the audit firm with the corporate name “Deloitte Certified Public Accountants S.A.” and the trade name “Deloitte” (Institute of Certified Public Accountants of Greece Registration No E 120) to carry out the statutory audits of the Bank’s Separate and Consolidated Financial Statements for the year 2026 and provide the Limited Assurance Report for the Sustainability Statement according to article 154c of Company Law 4548/2018 for the year 2026, for a total fee amounting to Euro 2.2 million plus V.A.T.

**Item 7: Submission of the Activity Report of the Audit Committee for the year 2025, in accordance with article 44 of law 4449/2017 (non-voting item).**

**Note:** The Activity Report of the Audit Committee for the year 2025 is submitted to the Ordinary General Meeting for information purposes in accordance with article 44 of law 4449/2017, as in force, and it is a non-voting item.

The Activity Report of the Audit Committee for the year 2025 is and will remain available on the Bank's website, in accordance with article 44 of law 4449/2017, as in force, through the link <https://www.alpha.gr/en/Group/investor-relations/general-meetings>.

**Item 8: Submission of the Report of the Independent Non-Executive Members, according to article 9 par. 5 of law 4706/2020 (non-voting item).**

**Note:** The Report of the Independent Non-Executive Members is submitted to the Ordinary General Meeting for information purposes, in accordance with article 9 of law 4706/2020, as in force, and it is a non-voting item.

According to the provisions of article 9 par.5 of law 4706/2020, the Independent Non-Executive Members of the Board of Directors submit, jointly or separately, reports to the General Meeting of Shareholders. Such submission takes place independently of the reports submitted by the Board of Directors to the General Meeting.

The Report of the Independent Non-Executive Members is and will remain available on the Bank's website, in accordance with article 9 par. 5 of law 4706/2020, through the link <https://www.alpha.gr/en/Group/investor-relations/general-meetings>.

**Item 9: Deliberation and advisory vote on the Remuneration Report for the financial year 2025, in accordance with article 112 of Company Law 4548/2018.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

Following a relevant recommendation by the Remuneration Committee, the Board of Directors submits to the Ordinary General Meeting for deliberation and advisory vote the Remuneration Report for the financial year 2025, in accordance with article 112 par. 3 of Company Law 4548/2018.

The said Report includes a clear and comprehensive overview of the remuneration awarded to all Members of the Board of Directors for the financial year 2025 by virtue of the Remuneration Policy in force, as stipulated in article 112 of Company Law 4548/2018.

The auditors of the Bank reviewed whether and to what extent the information required by Law has been provided by the Remuneration Report. To this end, the audit firm “Deloitte Certified Public Accountants S.A.” has conducted the relevant audit and issued the respective Auditors’ Report, which has been submitted to the Ordinary General Meeting and in which they have confirmed that the Remuneration Report contains the required information of article 112 of Company Law 4548/2018.

The Shareholders’ vote is of an advisory nature, according to the article 112 par. 3 of Company Law 4548/2018, and the Board of Directors will explain in the following Remuneration Report how the advisory vote of the General Meeting is taken into account.

The Remuneration Report for the financial year 2025 is and will remain available on the Bank’s website for a time period of ten (10) years, as stipulated by law, through the link <https://www.alpha.gr/en/Group/investor-relations/general-meetings>.

**Proposed resolution:**

The Ordinary General Meeting casts a positive vote on the Remuneration Report for the financial year 2025, in accordance with article 112 of Company Law 4548/2018.

**Item 10: Approval of the Members of the Board of Directors' remuneration for the financial year 2025 (1.1.2025 - 31.12.2025).**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

In accordance with Article 109 of Company Law 4548/2018 and the current Remuneration Policy of the Members of the Board of Directors, the Board of Directors of the Bank, following a relevant proposal by the Remuneration Committee and having taken into consideration all applicable Laws and regulations, as in force, proposes to the present Ordinary General Meeting the approval of remuneration for the Members of the Board of Directors, in their capacity as Members, for the financial year 2025, amounting to a total of Euro 1,410,666.67 (gross), as per the following table.

It is reminded that, in accordance with the Bank's standard practice, the Executive Members of the Board of Directors do not receive any remuneration in their capacity as Members of the Board of Directors.

It is noted that Ms. Annalisa G. Areni did not receive any remuneration as she waived, in full, any and all compensation, fees or other forms of remuneration to which she may be entitled to in her capacity as Non-Executive Member of the Board of Directors of the Bank as of her appointment.

Detailed information on the remuneration of the Members of the Board of Directors is available in the Annual Remuneration Report of the Bank for the Financial Year 2025.

NAME AND SURNAME	POSITION on 31.12.2025	CAPACITY	AMOUNTS in EURO
			<b>(gross)*</b>
Dimitris C. Tsitsiragos	Chair of the Board of Directors	Independent Non-Executive Member	381,250
	Member of the Remuneration Committee as of 27.2.2025 and Chair of the Remuneration Committee until 27.2.2025		
Annalisa G. Areni**	Member of the Board of Directors as of 27.2.2025	Non-Executive Member	-
Efthimios O. Vidalis	Member of the Board of Directors until 27.2.2025	Non-Executive Member	16,666.67

<b>NAME AND SURNAME</b>	<b>POSITION on 31.12.2025</b>	<b>CAPACITY</b>	<b>AMOUNTS in EURO</b>
			<b>(gross)*</b>
	Member of the Remuneration Committee		
	Member of the Corporate Governance, Sustainability and Nominations Committee		
Elli M. Andriopoulou	Member of the Board of Directors	Independent Non-Executive Member	122,500
	Member of the Audit Committee		
	Member of the Corporate Governance, Sustainability and Nominations Committee		
Aspasia F. Palimeri	Member of the Board of Directors	Independent Non-Executive Member	141,250
	Member of the Risk Management Committee		
	Chair of the Remuneration Committee as of 27.2.2025 and Member of the Remuneration Committee until 27.2.2025		
Panagiotis I.-K. Papazoglou	Member of the Board of Directors	Independent Non-Executive Member	157,500
	Chair of the Audit Committee		
	Member of the Remuneration Committee		
Jean L. Cheval	Member of the Board of Directors	Independent Non-Executive Member	170,000
	Chair of the Risk Management Committee		
	Member of the Audit Committee		
Elanor R. Hardwick	Member of the Board of Directors	Independent Non-Executive Member	145,000

<b>NAME AND SURNAME</b>	<b>POSITION on 31.12.2025</b>	<b>CAPACITY</b>	<b>AMOUNTS in EURO</b>
			<b>(gross)*</b>
	Chair of the Corporate Governance, Sustainability and Nominations Committee		
	Member of the Risk Management Committee		
Diony C. Lebot	Member of the Board of Directors	Independent Non-Executive Member	136,500
	Member of the Risk Management Committee		
	Member of the Corporate Governance, Sustainability and Nominations Committee		
	Member in charge of overseeing the Data Governance Framework activities		
	NPL Expert until 1.3.2025		
Johannes Herman Frederik G. Umbgrove	Member of the Board of Directors	Independent Non-Executive Member of the Board of Directors since 12.6.2025 and Non-Executive Member until 12.6.2025	140,000
	Member of the Audit Committee		
	Member of the Remuneration Committee		
	Member of the Corporate Governance, Sustainability and Nominations Committee		
<b>TOTAL</b>			<b>1,410,666.67</b>

\*The gross amounts mentioned above are subject to the statutory deductions (tax, social security contributions) as provided for by the applicable legal and regulatory framework.

\*\* Ms. Annalisa G. Areni did not receive any remuneration as she waived in full any and all compensation, fees or other forms of remuneration to which she may be entitled to in her capacity as Non-Executive Member of the Board of Directors of the Bank as of her appointment.

Proposed resolution:

The Ordinary General Meeting approves the remuneration of the Non-Executive Members of the Board of Directors, including the Independent Non-Executive Members, in their capacity as Members, for the financial year 2025, amounting to a total of Euro 1,410,666.67 (gross).

**Item 11: Approval, in accordance with article 109 of Company Law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2026 (1.1.2026 - 31.12.2026).**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

The Board of Directors of the Bank, on the basis of the relevant recommendation by the Remuneration Committee, proposes to the Ordinary General Meeting of Shareholders, in accordance with article 109 of Company Law 4548/2018, the approval of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2026, until the following Ordinary General Meeting of Shareholders.

Having taken into consideration the complexity of issues and the workload of the Board Members and the Board of Directors' demanding oversight role as well as the need to attract and retain highly skilled Non-Executive Board Members, the Board of Directors proposes as of 1.1.2026:

- an increase of the annual remuneration of the Chair of the Board of Directors to Euro 390,000,
- an increase of the annual remuneration of the Non-Executive Members of the Board of Directors to Euro 90,000.

Should the number of Non-Executive Members, including the Independent Non-Executive Members, increase within 2026, then such additional remuneration will be consistent with the "Remuneration Policy of the Members of the Board of Directors" as per the provisions of Company Law 4548/2018 and commensurate with the participation of the new Non-Executive Members, including the Independent Non-Executive Members' participation, in the Committees of the Board of Directors.

Moreover, according to the said Remuneration Policy, the Executive Members of the Board of Directors do not receive any remuneration for their participation in the Board of Directors.

**Proposed resolution:**

The Ordinary General Meeting approves, in accordance with article 109 of Company Law 4548/2018, the advance payment of remuneration to the Chair and the Non-Executive Members of the Board of Directors, in respect of the financial year 2026 (1.1.2026 - 31.12.2026), as per the above proposal of the Board of Directors, until the following Ordinary General Meeting of Shareholders.

**Item 12: Cancellation of 59,018,043 own shares acquired by the Bank under its Share Buyback Program with a corresponding share capital reduction of Euro 17,115,232.47 in accordance with article 49 of Company Law 4548/2018 and relevant amendment to article 5 (share capital) of the Bank’s Articles of Incorporation.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/2 of the total common, dematerialized shares, with voting rights, issued by the Bank	2/3 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	

The Extraordinary General Meeting of the Bank dated 12.6.2025 approved the establishment and implementation of a share buyback program for the acquisition by the Bank of own shares, in accordance with article 49 of Company Law 4548/2018 (the “**Share Buyback Program**”). Acquisitions of own shares under the Share Buyback Program serve any and all purposes permitted by applicable laws and the regulatory framework, including the free distribution of own shares to Members of the Management and the Personnel of the Bank and its Affiliates, within the meaning of article 32 of law 4308/2014, pursuant to the Bank’s approved Stock Award Plan, as well as the acquisition of own shares and subsequently their cancellation, as part of the overall distribution of dividend to the Shareholders taking into consideration the Bank’s Shareholder Remuneration Policy.

In this context, the Board of Directors proposes the cancellation of 59,018,043 own shares acquired by the Bank under the Share Buyback Program and held by the Bank as of the date of the Ordinary General Meeting, taking into consideration the interests of the Bank’s Shareholders and the Shareholder Remuneration Policy.

Specifically, the Board of Directors proposes to the Ordinary General Meeting of the Shareholders:

(a) the cancellation of 59,018,043 own shares of the Bank, with a nominal value of Euro 0.29 each, representing 2.549% of the Bank’s share capital. These shares were acquired during the period from September 2025 to April 2026 under the Share Buyback Program, at a weighted average purchase price of Euro 3.5714 per share and a total cost of Euro 210,777,985.29 without transaction costs.

The purpose of the acquisition of these shares was to enhance the dividend to Shareholders for the year 2024, taking into account the Shareholder Remuneration Policy.

The cancellation of the 59,018,043 own shares of the Bank entails a reduction of the Bank’s share capital by the amount of Euro 17,115,232.47, in accordance with article 29 of Company Law 4548/2018, which results from the total number of own shares to be canceled multiplied by the nominal value of the Bank’s shares (i.e. 59,018,043 shares at Euro 0.29 per share). The remaining amount of Euro 193,839,395.68, applied for the acquisition of the own shares to be cancelled, will reduce the Retained earnings.

Following the above, the total share capital of the Bank will amount to Euro 654,310,561.35, divided into 2,256,243,315 common registered shares, each with a

nominal value of Euro 0.29.

(b) the subsequent amendment of article 5 of the Bank's Articles of Incorporation by adding a new paragraph (i) at the end of paragraph 2 of Article 5 and by amending paragraph 1 of Article 5 accordingly, as follows:

*"Article 5 – Share Capital*

*1. The share capital of the Bank amounts today to the total amount of Euro six hundred fifty-four million, three hundred ten thousand, five hundred sixty-one and thirty-five Eurocents (Euro 654,310,561.35), divided into 2,256,243,315 common, dematerialized, nominal shares, with voting rights, of a nominal value of 29 Eurocents (Euro 0.29) each.*

*2.....*

*(i) By the resolution of the Ordinary General Meeting of the Bank dated 26 June 2026, the share capital of the Bank was reduced, by the amount of Euro 17,115,232.47 through the cancellation of 59,018,043 own shares of the Bank, each with a nominal value of Euro 0.29, which had been acquired under the Share Buyback Program approved by the Extraordinary General Meeting dated 12 June 2025."*

Following the above amendment of article 5 (titled "Share Capital"), the codified text of the Bank's Articles of Incorporation will be published in the General Commercial Registry (G.E.MI.).

(c) An authorization to be granted to the Board of Directors of the Bank and the Board Secretariat in order to perform all actions necessary for the fulfillment of the above.

It is noted that the acquisition and subsequently, the cancelation of the above own shares has already been approved by the ECB, while the amendment of the Bank's Articles of Incorporation, is subject to the approval of the Bank of Greece/ECB, as per article 148 of law 4261/2014, which is pending.

Proposed resolution:

The Ordinary General Meeting, taking into account the proposal of the Board of Directors, approves (a) the cancelation of 59,018,043 own shares of the Bank, each with a nominal value of Euro 0.29, and the resulting reduction of the Bank's share capital by the amount of Euro 17,115,232.47; (b) the subsequent amendment of article 5 of its Articles of Incorporation; and (c) the granting of authorization to the Board of Directors of the Bank and the Board Secretariat in order to perform all actions necessary for the fulfillment of the above.

**Item 13: Establishment of a new Share Buyback Program in accordance with article 49 of Company Law 4548/2018 and authorization to the Board of Directors for its implementation.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

By virtue of its resolution dated 12.6.2025, the Extraordinary General Meeting of the Bank (“EGM”) approved the establishment and implementation of a Share Buyback Program for acquisition by the Bank of own existing common, registered dematerialized shares, with voting rights, pursuant to the provisions of article 49 of Company Law 4548/2018.

On 29.4.2026, the Bank announced that the acquisitions of own shares under the Share Buyback Program approved by the Bank’s EGM have been completed and the Bank held on 27.4.2026 a total number of 61,777,515 own shares, representing 2.6683% of its total share capital.

It is noted that during the implementation of the Share Buyback Program (i.e. from 17.9.2025 to 27.4.2026), a total number of 62,769,955 shares were acquired representing the 2.7111% of Bank’s share capital at the time of acquisition. Since the commencement of the implementation of the approved Share Buyback Program and until today, the acquisitions of own shares have been taking place in accordance with the terms and conditions set by the Bank’s EGM resolution. In particular, the Bank has acquired own shares (a) for the purpose of the free distribution of own shares to Members of the Management and the Personnel of the Bank and its Affiliates, within the meaning of article 32 of law 4308/2014, pursuant to the Stock Award Plan approved by the Bank’s EGM and (b) taking into consideration the Bank’s Shareholder Remuneration Policy, for their cancelation, as part of the overall proposal for distribution to the Bank’s Shareholders (see Item 12 above).

The Board of Directors, taking into consideration the applicable legal and regulatory framework and international best practice, as well as the completion of (the amount of acquisitions of own shares under) the Share Buyback Program approved by the Bank’s EGM of 2025, recommends the termination of the existing Share Buyback Program and the establishment and implementation of a new Share Buyback Program for the acquisition by the Bank of own shares, in accordance with article 49 of Company Law 4548/2018 (the “**Share Buyback Program**”).

Acquisitions of own shares under the Share Buyback Program will serve any and all purposes permitted by applicable laws and the regulatory framework, including the free distribution of own shares to Members of the Management and the Personnel of the Bank and its Affiliates, within the meaning of article 32 of law 4308/2014, pursuant to the Bank’s approved Stock Award Plan, as well as the acquisition of own shares and subsequently their cancelation, as part of the overall distribution of dividend to the Bank’s Shareholders taking into consideration the Bank’s Shareholder Remuneration Policy.

It is noted that the overall proposal for distribution to the Bank's Shareholders' from the Bank's net profits for 2025 entails a 50%-50% distribution in cash and application for buy backs respectively. In line with this, in addition to the distribution in cash of Euro 259,393,285.09 in the form of dividend proposed under Agenda Item 3, an amount of Euro 259,393,285.09 (excluding transaction costs) will be applied for the acquisition of own shares under the Share Buyback Program, which shares will be subsequently canceled.

During the term of the proposed new Share Buyback Program, a maximum amount of Euro 297,393,285 will be applied. Out of this amount, a maximum amount of Euro 259,393,285.09 will be used for the acquisition and subsequently the cancelation of the own shares and a maximum amount of Euro 38,000,000 will be applied for the acquisition of own shares, which will be used for distribution to Members of the Management and the Personnel of the Bank and its Affiliates, within the meaning of article 32 of law 4308/2014.

The above acquisitions of own shares under the new Share Buyback Program are subject to approval by the European Central Bank (ECB) under article 78 of the CRR II, for which a petition has been filed and approval is pending.

In light of the above, the Board of Directors recommends for approval that:

1. A new Share Buyback Program for acquisition by the Bank of own existing common registered, dematerialized shares, with voting rights, be introduced;
2. Shares representing up to 9.1% of the Bank's paid in share capital (post cancelation of own shares approved under Item 12 of the Agenda), i.e. a total of up to 205,000,000 own shares, be acquired under the Share Buyback Program; further, pursuant to article 49 par. 2 (a) of Company Law 4548/2018, shares acquired under the Share Buyback Program along with any and all other own shares acquired by the Bank for any purpose never exceed 1/10 of the Bank's paid-in share capital;
3. The term of the Share Buyback Program be until the next Annual General Meeting, starting from the day immediately after the day of its approval by the General Meeting of Shareholders or the approval of the new Share Buyback Program by the ECB, whichever occurs later.
4. The specific dates of any acquisition of own shares under the Share Buyback Program be set by the Board of Directors.
5. The minimum price per share for the acquisition of own shares under the Share Buyback Program be set at the current nominal value of the share, i.e. currently Euro 0.29, and the maximum price at Euro 7.00.
6. The acquisition of own shares under the Share Buyback Program be implemented by the Bank or any of its Subsidiaries.
7. Any acquisitions of own shares under the Share Buyback Program be implemented in accordance with the applicable legal and regulatory framework, including the provisions of Regulation (EU) No 596/2014 on Market Abuse and Commission Delegated Regulation (EU) 2016/1052, and taking into account the capital adequacy and liquidity position of the Bank and its Group of Companies from time to time.
8. A maximum amount of Euro 297,393,285 will be applied for the acquisition of any own shares under the new Share Buyback Program.

9. Special authorization be granted to the Board of Directors of the Bank in order to determine at its discretion any other detail and to proceed with all necessary actions for the implementation of the Share Buyback Program.

Proposed resolution:

The Ordinary General Meeting approves (a) the termination of the Share Buyback Program, approved by the Bank's Extraordinary General Shareholders' Meeting dated 12.6.2025; and (b) the establishment of a new Share Buyback Program for acquisition by the Bank of own existing common, registered dematerialized shares, with voting rights, pursuant to provisions of article 49 of Company Law 4548/2018, as per the above terms and conditions and authorizes the Board of Directors of the Bank to define and specify at its discretion any other detail and to proceed with all necessary actions for the implementation of the Share Buyback Program.

The acquisition of any own shares under the Share Buyback Program is subject to the prior permission of the ECB under article 78 of CRR II.

**Item 14: Announcement to the Ordinary General Meeting of the Shareholders of the Bank, according to article 97 par. 1(b) of Company Law 4548/2018, of any cases of conflict of interest and agreements of the financial year 2025 which fall under article 99 of Company Law 4548/2018 (non-voting item).**

**Note:** It is submitted to the Ordinary General Meeting for information, and it is a non-voting item.

The Board of Directors of the Bank makes public to the General Meeting, according to article 97 par. 1(b) of Company Law 4548/2018, the cases of conflict of interest and the agreements of the financial year 2025 which fall under article 99 of Company Law 4548/2018.

During 2025, in application of article 97 par. 3 of Company Law 4548/2018, the Executive Members of the Board of Directors (BoD) of the Bank, Messrs. V.E. Psaltis and S.N. Filaretos (BoD Member until 27.2.2025), abstained in total on three (3) occasions during BoD meetings, where decisions were made on the following agenda items: the Material Risk Takers (MRTs) list for the year 2024 at Group level, the amendments of the Combined Bonus Plan as well as the Gates and Bonus Pool for the 2024 Combined Bonus Plan, as they are included in the perimeter of the Band Senior Leadership Team (SLT).

Moreover, the Executive Members of the BoD of the Bank, Messrs. V.E. Psaltis and L.A. Papagaryfallou (BoD Member since 27.2.2025), abstained in total on ten (10) occasions during BoD meetings, where decisions were made on the following agenda items: the MRTs list for the year 2025 at Group level, the Combined Bonus Plan Amendments, the increase of the maximum ratio between the fixed and variable components of remuneration for Executives of the Bank and the Group, the award under the Combined Bonus Plan 2024, the profit distribution to Bank's Staff, the Goal setting 2025 (2025 Scorecard) for the Chief Executive Officer and the Deputy Chief Executive Officer, the SLT variable remuneration ranges, the amendments to the 2025 Remuneration Policy for Alpha Bank and its Group along with the Variable Remuneration Framework Annex as well as the extension of the already existing 2025 Group Benefits and Corporate Expenses Policy for 2026 as well, as they are Members of the Executive Committee and are included in the perimeter of Band SLT.

Furthermore, the Chair, Mr. D.C. Tsitsiragos, abstained on one (1) occasion during a BoD meeting where a decision was made on his annual remuneration.

The Non-Executive Member of the BoD, Mr. J.-H.-F.G. Umbgrove abstained on one (1) occasion during a BoD meeting where a decision was made on his nomination as Independent Non-Executive Member of the Board.

The Independent Non-Executive Member of the BoD, Mr. J.L. Cheval, abstained on one (1) occasion during a BoD meeting where a decision was made on his participation in the Board of Directors of GIFl.

The Independent Non-Executive Member of the BoD, Ms. D.C. Lebot, abstained on two (2) occasions during BoD meetings where a decision was made on her participation in the board of directors of Barclays PLC as well as to her new board role as Chair of the board of directors of Barclays Bank Ireland PLC.

The Independent Non-Executive Member of the BoD, Ms. E.R. Hardwick, abstained on one (1) occasion during a BoD meeting where, after reviewing the issue of the Board Member with knowledge and experience related to Information and Communication Technology (ICT) and security risk, the BoD ascertained its collective competence with

regard to the sufficient knowledge and experience related to ICT and security risk, in line with the European Central Bank's (ECB) Supervision Newsletter on "New policy for more bank board expertise on ICT and security risks".

The Independent Non-Executive Member of the BoD, Mr. P.I.-K. Papazoglou, and the Non-Executive Member of the BoD, Ms. A.G. Areni, abstained on one (1) occasion during a BoD meeting where a decision was made on the assignment to an audit firm of the audit of the Financial Statements of the Bank and the Group Companies in Greece and abroad for the year 2027 and for a maximum period of ten years, subject to annual assessments and the approval by the Bank's competent corporate bodies, due to the connection of the said Members with the audit firms considered for the assignment.

The Non-Executive Member of the BoD Ms. A.G. Areni abstained on three (3) occasions during BoD meetings where decisions were made on the update of the Euro Medium Term Note (EMTN) Programme, since the recommendations include the appointment of UniCredit as Arranger of the Programme as well as Dealer of the Programme together with the Bank, on the amendment of the International Syndication Policy regarding a new special limit for Italy as well as on the update on the Strategic Partnership with UniCredit and the approval of the Cooperation Agreement with UniCredit, due to her relation with UniCredit.

Moreover, in application of article 99 of Company Law 4548/2018, the BoD granted special authorization on 31.7.2025 for the execution of the transaction pertaining to the purchase by the Bank of a horizontal property (store) from the company with the corporate name "ALPHA EPENDYTIKIS PERIOUSIAS KALLITHEAS MONOPROSOPI ANONYMOS ETAIREIA A.E.", who is related party with the Bank, in accordance with articles 99-101 of Company Law 4548/2018, after having taken into account the Fairness Opinion dated 21.7.2025, prepared by NAIRealAct through which it was assessed that the terms of the transaction are fair and reasonable for the Bank and its Shareholders who are not related parties, including minority Shareholders. The above-mentioned decision was registered to the General Commercial Registry (G.E.MI.) on 12.8.2025. On 28.8.2025 the Board of Directors announced to G.E.MI. its confirmation, pursuant to article 101 par. 2 of Company Law 4548/2018, for the inactive lapse of the 10-day period deadline, which is provided for in article 100 par. 3 of the said law for the exercise by the Shareholders of the right to convene a General Meeting for this issue.

**Item 15: Granting of authority, in accordance with article 98 par. 1 of Company Law 4548/2018, to the Members of the Board of Directors and the General Management as well as to Directors of the Bank to participate in the boards of directors or in the management of companies having purposes similar to those of the Bank.**

	Minimum Required Quorum	Minimum Required Majority
Ordinary General Meeting	1/5 of the total common, dematerialized shares, with voting rights, issued by the Bank	1/2 of the total voting rights (present or represented) plus (+) one (1) vote (present or represented)
Iterative Ordinary General Meeting	Any number of the represented common, dematerialized shares, with voting rights, issued by the Bank	

The Board of Directors proposes to the present Ordinary General Meeting, as per article 98, par. 1 of Company Law 4548/2018, the granting of authority to the Members of the Board of Directors and to other Executives of the Bank to participate in the boards of directors and/or in the management of companies having purposes similar to those of the Bank, provided that these companies do not have their registered offices and/or are not materially active in countries where the Bank has a material presence.

**Proposed resolution:**

The Ordinary General Meeting approves the granting of authority to the Members of the Board of Directors and to other Executives of the Bank to participate in the boards of directors and/or in the management of companies having purposes similar to those of the Bank, provided that these companies do not have their registered offices and/or are not materially active in countries where the Bank has a material presence.