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MINISTRY OF DEVELOPMENT AND
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Athens, 19.04.2021

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GENERAL SECRETARIAT OF COMMERCE &
CONSUMER PROTECTION

GENERAL MARKET DIRECTORATE

DIRECTORATE OF COMPANIES

DEPARTMENT OF INSURANCE COMPANIES
AND FINANCIAL INSTITUTIONS

DECISION

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SUBJECT: Approval of the amendment of the Articles of Incorporation of the Société Anonyme under the corporate name “**Alpha Bank S.A.**” and the G.E.MI. number **223701000**.

Taking into consideration:

1. The provisions of:

- a) Law 4548/2018 (Official Gazette A' 104) "Reform of the law on Société's Anonymes", as in force.
- b) Articles 54 par. 3, 57 par. 3, 59-74 and 140-157 of Law 4601/2019 (Official Gazette A' 44 /) "Corporate transformations and harmonization of the legislative framework with the provisions of Directive 2014/55/EU of the European Parliament and of the Council of 16 April 2014 on electronic invoicing in public procurement and other provisions", as in force.

c) Article 16 of Law 2515/1997 (Official Gazette A' 154) "Exercise of the profession of Tax Accountant, operation of the Body of Certified Public Accountants (S.O.E.) and other provisions", as amended and in force.

d) Law 4261/2014 (Official Gazette A' 107) "Access to the activity of credit institutions and prudential supervision of credit institutions and investment firms (transposition of Directive 2013/36/EU), repeal of Law 3601/2007 and other provisions", as in force.

e) Article 5 of Law 4664/2020 (Official Gazette A' 32) "Ratification of Legislative Content Act (P.N.P.) dated 24.12.2019 "Urgent arrangements for the increase of the amount of the Social Dividend for the year 2019, the extension of the validity of the out-of-court debt settlement mechanism and the extension of the deadline for the abolition of Land Registry Offices and Cadastral Offices" (A '212) and other provisions ", as in force.

f) The Cabinet Act No. 36/2015 (Official Gazette A '135) "Regulation of issues in application of paragraphs 2 and 5 (c) of article 7 of Law 3864/2010 (A' 119), as replaced by article 1 of Law 4340/2015 (A '134)."

g) Part XVI "GENERAL COMMERCIAL REGISTRY", articles 85-116 of Law 4635/2019 (Official Gazette A' 167) "Invest in Greece and other provisions".

h) Law 4622/2019 (Official Gazette A' 133) "Executive State: Organisation, operation and transparency of government, governmental institutions and Central Public administration".

i) the Presidential Decree No. 147/2017 (Official Gazette A' 192) "Organization of the Ministry of Economy and Development", as in force.

j) the Presidential Decree No. 80/2019 (Official Gazette A' 118) "Appointment of Kyriakos Mitsotakis, son of Konstantinos, Leader of the" New Democracy "(ND) Party, as Prime Minister".

k) the Presidential Decree No. 81/2019 (Official Gazette A' 119) "Establishment, merger, renaming and abolition of Ministries and definition of their responsibilities - Transfer of services and responsibilities between Ministries".

l) the Presidential Decree No. 83/2019 (Official Gazette A' 121) "Appointment of Deputy Prime Minister, Ministers and Deputy Ministers".

2. The Ministerial Decision No. K1-884 (econ.)/19.04.2012 (Official Gazette B' 1420 / 2012) of the Deputy Minister of Development, Competitiveness & Shipping "Determination of the required data that are registered in the Share in G.E.MI. of obliged persons".

3. The Ministerial Decision No. 117036/17.11.2015 (Official Gazette B' 2490/2015) of the Minister of Economy, Development & Tourism on "Transfer of the signature right "by order of the Minister" to the Secretary General for Trade and Consumer Protection, to the Heads of General Directorates, Directorates and Departments of the General Secretariat for Trade and Consumer Protection of the Ministry of Economy, Development and Tourism".

4. The excerpt of the Minutes of the 1.6.2020 Meeting of the Board of Directors of the credit institution under the name "ALPHA BANK S.A." with General Commercial Registry (G.E.MI.) number 223701000 (the "Demerged Entity"), according to which the Board of Directors of the Bank resolved to initiate the process of the Demerger of "ALPHA BANK S.A." by way of hive-down of the banking business sector with the incorporation of a new 100% subsidiary licensed as a credit institution, in accordance with the provisions of article 16 of law 2515/1997 and articles 54 par. 3, 57 par. 3 and 59-74 of law 4601/2019 as well as of article 145 of law 4261/2014, as in force, to set the 30.6.2020 as the date of the Transformation Balance Sheet and to appoint of KPMG as the certified auditor that will review the draft demerger deed and issue the verification report.

5. The Transformation Balance Sheet of the hived-down banking business sector of the credit institution under the name "ALPHA BANK S.A." dated 30.6.2020.

6. The Report of the Board of Directors of the credit institution under the name "ALPHA BANK S.A." to the General Meeting of the Shareholders dated 15.9.2020, pursuant to article 61 of Law 4601/2019 regarding the demerger by way of hive-down of the banking business sector with the incorporation of a new credit institution that will be established (relevant announcement of registration with G.E.MI. with prot. No. 103127/2.10.2020).

7. The excerpt of the Minutes of the 15.9.2020 Meeting of the Board of Directors of the credit institution under the name "ALPHA BANK S.A." by virtue of which the Board of Directors of the Bank resolved, among others, the approval of the hive-down of the banking business sector, i.e. the Demerger by way of hive-down of the banking business sector with the incorporation of a new 100% subsidiary, in accordance with the provisions of article 16 of law 2515/1997 in combination with articles 54 par. 3, 57 par. 3 and 59-74, as in force, as well as the approval of the documents of the Hive-Down of the banking business sector for the purposes of their publication.

8. The Draft Demerger Deed of the credit institution under the name "ALPHA BANK S.A." dated 15.9.2020 on the Demerger by way of hive-down of the banking business sector with the incorporation of a new company that will be established and licensed as a credit institution, in accordance with the provisions of article 16 of law 2515/1997 and articles 54 par. 3, 57 par. 3 and 59-74 and 140 par. 3 of law 4601/2019 as well as article 145 of law 4261/2014, as in force (relevant announcement of registration with G.E.MI. with prot. number 103127/ 2.10.2020).

9. The Report of the Certified Auditor Mr. Charalambos Sirounis (SOEL Reg. number 19071) of the audit company "KPMG Certified Auditors S.A." dated 15.09.2020 on the "*Verification of the book value of the net assets and liabilities of the hived-down banking business sector of Alpha Bank S.A. as at 30 June 2020 and on the examination of the Demerger Deed, in accordance with the provisions of Law 2515/1997 and Law 4601/2019*" (relevant announcement of registration with G.E.MI. with prot. number 103127/ 2.10.2020).

10. The "Pre-approval of Corporate Name and Distinctive Title" with prot. no. 477/12-04-2021 of the Athens Chamber of Commerce and Industry, with pre-approval number 1070166.

11. The Resolutions of the Extraordinary General Meeting of Shareholders of the credit institution under the name "ALPHA BANK S.A." dated 2.04.2021, by virtue of which it was resolved (Items 1 and 2) as follows:

(a) The approval (i) of the demerger of the credit institution under the name "ALPHA BANK S.A.", by way of hive-down of the banking business sector with the incorporation of a new company ("the Beneficiary"), pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of law 4601/2019, as in force, and (ii) The approval of the Draft Demerger Deed dated 15.9.2020, including the Transformation Balance Sheet dated 30.6.2020.

(b) The approval of the Articles of Incorporation of the Beneficiary new company, including the appointment of the first Board of Directors, the first Audit Committee and the regular Statutory Certified Auditor of the Beneficiary.

(c) The granting of authorisations to the persons mentioned in the Minutes for the signing of the Demerger Deed under the basic terms of the Draft Demerger Deed as well as further authorisations for the completion of the Demerger.

2. (a) The amendment of the Articles of Incorporation of the Demerged Entity under the name "ALPHA BANK SA", following the Demerger of the company by way of hive-down of its banking business sector.

(b) The granting of authorisations to the persons mentioned in the Minutes for the signing of any relevant document required for the completion of the amendment of the Articles of Incorporation of the Bank.

12. The document with prot. number 111687/22.10.2020 of the Directorate of Companies of the General Directorate of Market addressed to the Banking Supervision Division of the Bank of Greece.

13. The Decision of the European Central Bank (ECB) dated 1.04.2021 with prot. number "ECB-SSM-2021-GRALP-5 LIC-2020-0022" and subject "Decision on the application by ALPHA BANK S.A. for an authorization to take up the business of a credit institution" by virtue of which the Governing Council of the European Central Bank (ECB), based on a draft proposal of the Supervisory Board according to Article 26 (8) of Regulation (EU) 1024/2013 of the Council, decided to authorize the applicant to take up the business of a credit institution, in accordance with article 4 par. 1 (a) and 14 of Regulation (EU) 1024/2013, article 74 and articles 76 to 78 of Regulation (EU) 468/2014 of the European Central Bank (ECB/2014/17), in conjunction with Article 8 (1) and Articles 10 to 14 of Directive 2013/36 /EU of the European Parliament and of the Council and Articles 8 to 10 and 12 to 16 of Greek Law 4261/2014.

14. The Decision of the European Central Bank (ECB) dated 1.04.2021 with prot. number «ECB-SSM-2021-GRALP-3 WHD-2020-0011» and subject «Decision on the Supervised Entity's request for withdrawal of its authorization as a credit institution» by virtue of which the Governing Council of the European Central Bank (ECB), based on a draft proposal of the Supervisory Board, decided to withdraw the authorization of the Supervised Entity as a credit institution, according to Article 26 (8) of Regulation (EU) 1024/2013 of the Council in accordance with Article 4 (1) (a) and Article 14 (5) of Regulation (EU) 1024/2013, and Articles 80 and 83 of Regulation (EU) 468/2014 of the European Central Bank (ECB/2014/17), in conjunction with Article 18 (a) of Regulation (EU) 2013/36/ EU of the European Parliament and of the Council and Article 19 (a) of Greek Law no. 4261/2014 on access to the activity of credit institutions and prudential supervision of credit institutions and investment firms. Following the withdrawal of its authorization as a as a credit institution, the remaining legal entity will continue to operate as a direct parent holding company of the Alpha Bank group under the corporate name "ALPHA SERVICES AND HOLDINGS S.A.", and will provide non-banking services to the Alpha Bank group and third parties. The above Decision enters into force on the day of its notification to the Supervised Entity and shall apply from the day following the operational completion of the hive-down, subject to the written confirmation of the Supervised Entity.

15. The letter of "Alpha Bank S.A." dated 18.04.2021 to the European Central Bank which was notified to the Companies Directorate of the General Market Directorate and received prot. number 45533/19.04.2021, with subject: "Hive-down– Operational Completion" regarding the Demerger of "Alpha Bank S.A." ("Demerged Entity") by way of hive-down of its banking business sector with the incorporation of a new company ("Beneficiary"), according to which the operational completion of the hive-down of the banking business sector from the Demerged Entity to the Beneficiary was confirmed.

16. The Number 45.854/7.4.2021 "Notarial Deed of Demerger of the company under the name "ALPHA BANK S.A." by way of hive-down of its banking business sector with the incorporation of a newly established société anonyme, according to articles 16 of law 2515/1997 and 54 par. 3, 57 par. 3, 59-74 and 140 of law 4601/2019, as in force" of the Athens Notary Georgios Stefanakos, son of Thomas.

17. The Decision of the Companies Directorate of the General Market Directorate with prot. number 45089/16.04.2021 απόφαση (ADA: ΨMKI46MTΛP-OXΨ), by virtue of which the Demerger of the credit institution under the corporate name «Alpha Bank S.A.» with G.E.M.I. number 223701000 (the "Demerged Entity") by way of hive-down of its banking business sector with the incorporation of a new company licensed as a credit institution under the name "Alpha Bank S.A." (the "Beneficiary"), as well as the Articles of Incorporation of the Beneficiary company and the Announcements of the same Directorate which had been registered with General Commercial Registry (G.E.MI.) with prot. number 45116/16.04.2021 and

Registration Code Number 2528634 and with prot. number 45123/16.04.2021 and Registration Code Number 2528649.

18. The applications of the above-mentioned credit institution dated 5.4.2021, 7.4.2021, 8.4.2021, 16.04.2021 and 19.04.2021.

IT IS RESOLVED

Following the Decision of the Companies Directorate with no 45089/16.04.2021, by virtue of which the Demerger of the credit institution under the name "Alpha Bank S.A." under G.E.MI. number 223701000 (the "Demerged Entity") by way of hive-down of the banking business sector was resolved and the decision of the European Central Bank (ECB) under protocol number "ECB-SSM-2021-GRALP- 3 WHD-2020-0011" dated 1.4.2021, by virtue of which it was resolved to withdraw the authorization of the above credit institution, as the conditions in accordance with the incorporation of Article 18 (a) of Directive 2013/36/EU in national legislation were met and the continuation of its operations, as direct parent holding company of the Alpha Bank group, under the corporate name "ALPHA SERVICES AND HOLDINGS S.A." with the provision of non-banking services to the Alpha Bank group and to third parties, the amendment of the Articles of Incorporation of the credit institution under the corporate name "ALPHA BANK S.A." under G.E.MI. number 223701000 **is approved** (the "Demerged Entity") by amending, adding and/or rewording its Articles of Incorporation (i.e. amendment of article 1 (Corporate Name) by changing the corporate name of the above credit institution to "**ALPHA SERVICES AND HOLDINGS S.A.**", article 4 (Purpose) as well as of the other articles of its Articles of Incorporation, except for articles 7,14,17,19 and 23) with the purpose of the adjustment of the said (Articles of Incorporation) following the completion of the demerger of the company by way of hive-down of the banking business sector, in accordance with the provisions of article 16 of L. 2515/1997, as well as articles 54 par. 3, 57 par. 3, 59-74 and 140 par. 3 of L. 4601/2019, and article 145 of L. 4261/2014, as in force, the Minutes of the Extraordinary General Shareholders Meeting of the credit institution under the corporate name "ALPHA BANK S.A." dated 2.4.2021, as well as the "Notarial Deed of Demerger" No. 45854/2021 of the Athens Notary Georgios Stefanakos, son of Thomas.

The above mentioned Articles of Incorporation consist of twenty-six (26) articles, as they are set out in Chapters A', B', C', D', E' and F' thereof.

The present Decision shall be registered with the General Commercial Registry (G.E.MI.) and an announcement of the registration shall be published on the website of G.E.M.I.

THE HEAD OF DIRECTORATE

IOANNIS ARETAIOS

CC:

- BANK OF GREECE

Banking Supervision Division

Eleftheriou Venizelou str. 21, 102 50 Athens

- Hellenic Capital Markets Commission

Kolokotroni str.1 & Stadiou, 105 62 Athens

- Hellenic Competition Commission

Kotsika str. 1A, 10434 Athens

Int. distribution:

- Office of the Minister of Development and Investments

- Office of the General Secretary of Commerce and Consumer Protection

- Office of the Head of the General Market Directorate

- Directorate of Companies