

ALPHA SERVICES AND HOLDINGS S.A.

(the "Company")

ANNOUNCEMENT - INVITATION TO INVESTORS

Regarding the Public Offering of new common, registered, voting dematerialized shares of the Company, each of nominal value of €0.30, which will be issued by virtue of the resolution of the Extraordinary General Meeting of the shareholders of the Company dated 15.06.2021, in conjunction with the resolution of its Board of Directors dated 24.06.2021 with maximum offer price of €1.20 per share in cash

PUBLIC OFFERING IN GREECE FROM 28 JUNE 2021 UNTIL 30 JUNE 2021 THE
PUBLIC OFFERING PERIOD IN GREECE WILL BE 3 DAYS TRADING UNIT: ONE (1)
SHARE

Athens, 25 June 2021

SHARE CAPITAL INCREASE OF THE COMPANY THROUGH PAYMENT IN CASH AND ABOLITION OF PREEMPTION RIGHTS OF THE EXISTING SHAREHOLDERS

By virtue of the resolution of the Extraordinary General Meeting of the shareholders of the Company, dated 15 June 2021, the Extraordinary General Meeting approved, *inter alia*, its share capital increase of the Company up to the raising of common share capital (the "Share Capital Increase") amounting up to €0.8 billion, through payment in cash, abolition of preemption rights and issuance of new common, registered, voting, dematerialized shares, each of nominal value of €0.30 (the "New Shares"), the final number of which will be equal to the quotient of the final amount to be raised through the Share Capital Increase, divided by the offer price of each New Share. The New Shares will be admitted to trading on the Main Market of the Athens Exchange. The respective application for their admission to trading shall be submitted by the Company after the completion of the Combined Offering, as defined below, and payment of the subscription funds of the Share Capital Increase. The New Shares shall be entitled to receive dividend for the financial year of 2021 and onwards, subject to all applicable laws.

Furthermore, pursuant to the authorization given by virtue of the resolution of the Extraordinary General Meeting of the shareholders of the Company, dated 15 June 2021, the Board of Directors of the Company, on or about 1 July 2021, will set the offer price (the "Offer Price"), which shall not be higher than €1.20 per New Share, based on the results of an international book building process to be conducted by a syndicate of international investment banks outside Greece (the "Global Coordinators and Bookrunners").

The New Shares will be:

- (a) offered in Greece, to retail and qualified investors in the context of an offer to the public (the "Public Offering") within the meaning of point (d) of article 2 of Regulation (EU) 2017/1129 of the European Parliament on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "Prospectus Regulation"), the applicable provisions of Law 4706/2020 and the implementing decisions of the Board of Directors of the Hellenic Capital Markets Commission ("HCMC") and
- (b) placed outside of Greece, to qualified, institutional and other eligible investors (including the Hellenic Financial Stability Fund (the "HFSF")), in the context of a private placement book building process, in reliance on one or more exemptions from the requirement to publish or passport a prospectus under the Prospectus Regulation and/or other applicable national laws, including in the United States under Rule 144A (the "Institutional Placement" and jointly with the Public Offering the "Combined Offering").

The Public Offering and the Institutional Placement will run in parallel. The Board of Directors shall be authorized by virtue of the resolution of the Extraordinary General Meeting of the Company, dated 15 June 2021, to determine the split of the New Shares of the Combined Offering between the Public Offering and the Institutional Placement.

The Public Offering period will be three (3) business days, starting on 28 June 2021 and ending on 30 June 2021 at 16:00, Greek time. During the same time period (28 June 2021 until 30 June 2021) the Institutional Placement will also take place.

OFFER PRICE

The Offer price for each New Share will be determined by the Board of Directors of the Company, based on the results of an international book building process to be conducted by the Global Coordinators and Bookrunners in the context of the Institutional Placement outside Greece. At any rate, the Maximum Offer Price shall be €1.20 per New Share. The Offer Price will be communicated by means of a separate announcement on or about 1 July 2021. The Offer Price will be the same for all investors participating in the Share Capital Increase through the Combined Offering.

It is noted that no fractions of New Shares will be issued, while any amount above the nominal value per New Share to be subscribed will be credited to the above par reserve of the Company.

WITHDRAWAL RIGHT

If a supplement to the Prospectus is published in accordance with Article 23 of Prospectus Regulation, investors who have already agreed to subscribe for New Shares prior to the publication of the supplement will have the right to withdraw their subscription within the time period set forth in the supplement, which may not be shorter than three business days after the publication of the supplement.

PROSPECTUS

Further information about the Company, the New Shares and the Public Offering is included in the relevant prospectus which has been drafted and is available in the English language and includes a translation of the Summary in Greek, in accordance with Article 27 of Prospectus Regulation and the Decision 1/892/13.10.2020 of the Hellenic Capital Market

Commission, whereas its content has been approved by the Board of Directors of the Hellenic Capital Market Commission at its meeting on 25 June 2021 (the "Prospectus"), only in respect of meeting the information requirements for investors, as such are defined by The Prospectus Regulation, and is available in electronic form from 25.06.2021 on the following websites:

- the Company: (https://www.alphaholdings.gr/en/investor-relations/share-information/capital-increase)
- ATHEX:(https://www.athexgroup.gr/web/guest/companies-information-memorandum-informative-material)
- HCMC: (http://www.hcmc.gr/el GR/web/portal/elib/deltia) και
- Alpha Bank S.A.: (https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia)

Printed copies of the Prospectus will be made available to investors at no extra cost, if requested, at the premises of the Company (40 Stadiou Street, 102 52, Athens) and at the branch network of Alpha Bank in Greece, until the end date of the Public Offering.

Prospective investors seeking additional information may contact Shareholder Services of the Company: +30 210 3436721.

The date of commencement of trading of the New Shares, after the completion of the Share Capital Increase, will be determined by the Company and it will be announced with a separate announcement, which is estimated on or about 13 July, 2021.

The approval of the Prospectus by the HCMC should not be understood as an endorsement of the Issuer or the New Shares offered and which will be admitted to trading on the ATHEX.

It is recommended that potential investors study the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the New Shares.

PROCEDURE FOR THE PUBLIC OFFERING OF THE NEW SHARES

General remarks

The Public Offering in Greece is addressed to all investors. Investors are split into two categories, namely qualified investors and retail investors.

Qualified investors are those natural persons or entities who are defined as "qualified investors" in article 2 (e) of The Prospectus Regulation (the "Qualified Investors").

The category of retail investors includes all natural and legal persons and other entities who are not falling within the category of Qualified Investors (the "Retail Investors").

The New Shares will be initially allocated between the Public Offering and the Institutional Placement as follows, namely 20% of the New Shares will be allocated to the Public Offering and 80% of the New Shares to the Institutional Placement. New Shares allocated to but not subscribed for in the Public Offering, may be reallocated to investors in the Institutional Placement, if demand for New Shares in the Public Offering is less than the amount of New Shares initially allocated thereto, and vice versa. Same applies for reallocations to preserve the Priority Allocation rule in both the Public Offering and Institutional Placement.

The participation in the Public Offering by the same natural or legal person or other entity simultaneously under the capacity of both Retail Investor and Qualified Investor, is prohibited. If an investor subscribes in the Public Offering both as a Qualified Investor and a Retail Investor, such investor shall be treated as a Retail Investor, with the exception of subscriptions submitted through participants (within the meaning of Section I Part 1 (92) of the Rulebook of the ATHEXCSD) to the Dematerialized Securities System (the "Participants" and the "DSS", respectively) for the same omnibus securities' depository accounts in both categories of investors.

Investors' attention is drawn to the subscription application for New Shares, which must include the number of the Investor Share, the Securities Account and the code number of the DSS Participant through which they subscribe, and if any of these numbers is erroneous, the investor shall be excluded from the allocation of New Shares.

The final subscription amount of the investors participating in the Public Offering will be equal to the product of the number of the New Shares eventually allocated to them multiplied by the final Offer Price, to be determined by the Board of Directors of the Company.

Each investor may subscribe for at least one New Share and for integral multiples thereof.

Upon completion of the Public Offering, all subscriptions for New Shares as in force at that moment shall be considered final.

Investors subscribing for New Shares shall bear no costs and taxes for the registration of the New Shares allocated to them with their Investor Share or, where applicable, their Registered Intermediary Share and their Securities Account held in the DSS.

Procedure for the offering of the New Shares through the Public Offering to Retail Investors

Retail Investors may subscribe for New Shares in the Public Offering from the first until 16:00, Greek time, of the last day of the Public Offering period, by submitting a relevant subscription application during normal business days and hours through the branches of Alpha Bank S.A., as well as through the Participants (investment firms or banks' custody) with whom they maintain a business relationship.

In order to participate in the Public Offering, Retail Investors who subscribe for New Shares through Alpha Bank's branches will be required to present their identification card or passport, their tax registration number and a print-out of their DSS data setting out their Investor Share and Securities Account. If Retail Investors do not already hold a deposits account with Alpha Bank, they will also be required to furnish a copy of their most recent tax clearing statement (in Greek $\epsilon \kappa \kappa \alpha \theta \alpha \rho i \sigma i \kappa \delta$).

The subscription applications of the interested Retail Investors shall be acceptable, provided that an amount equal to their total subscription has been deposited to the special bank account which has been opened by the Company with Alpha Bank for the purposes of the Share Capital Increase (the "SCI Account"), or, an amount equal to such subscription has been blocked at any of their deposits accounts held with Alpha Bank of which they are beneficiaries or co-beneficiaries.

The subscription applications of the Retail Investors shall be acceptable only if the interested investors are the beneficiaries or co-beneficiaries of the accounts from which they subscribe.

According to the HCMC's Circular No. 37/16.05.2008, every Retail Investor who is a natural person may subscribe to the Public Offering either through his own individual Investor Share or through one or more Joint Investor Shares (the "**JIS**") in which he/she participates as a co-beneficiary. Alpha Bank shall inspect all applications so that each investor-beneficiary of an individual Securities Account, as well as each co-beneficiary of a JIS receives the respective New Shares.

If, following the end of the Public Offering, more than one subscriptions made by or on behalf of the same natural or legal person are detected based on the DSS data or Alpha Bank detects multiple subscriptions, all such subscriptions shall be consolidated and treated as a single subscription.

Following the finalisation of the number of New Shares that each Retail Investor is entitled to receive through the Public Offering as well as the Offer Price, any excess amount paid shall be returned, interest free, to the beneficiary through the same branch of Alpha Bank to which the subscription application was submitted or, as the case may be, any excess amounts of deposit shall be unblocked and, in case of participations in the Public Offering through the blocking of a deposits account held with Alpha Bank as per the above, the respective account shall be simultaneously charged with an amount equal to the value of the New Shares which were allocated to the investor. Blocked amounts of deposits are subject to the terms of the initial deposit (term, interest etc.) until unblocking, whereas any excess amount paid shall be returned with no interest.

Procedure for the offering of the New Shares through the Public Offering to Qualified Investors

Qualified Investors may subscribe for New Shares in the Public Offering from the first until 16:00, Greek time, of the last day of the Public Offering period by submitting a relevant subscription application exclusively through the Participants (investment firms or banks' custody) with whom they maintain a business relationship.

The subscription applications of the interested Qualified Investors shall be acceptable provided that an amount equal to their requested participation has been deposited to the SCI Account.

During the Public Offering period, Qualified Investors shall be entitled to amend their subscriptions and each subscription shall be deemed to cancel the preceding ones.

On the last day of the Public Offering period, all subscriptions in force at that time shall be considered final.

Following the finalisation of the number of the New Shares that each Qualified Investor is entitled to acquire through the Public Offering, any excess amount paid in cash shall be returned to the relevant beneficiary with no interest.

INFORMATION FOR THE ALLOCATION OF NEW SHARES – PRIORITY ALLOCATION TO EXISTING SHAREHOLDERS

General Information for the Allocation

By virtue of the resolution of the Extraordinary General Meeting of the shareholders of the Company, dated 15 June 2021, the Board of Directors of the Company has been authorised to determine at its discretion the split of the New Shares of the Combined Offering between the Public Offering and the Institutional Placement, based on the demand expressed in each

part of the Combined Offering.

New Shares initially allocated to, but not subscribed for, in the Public Offering or the Institutional Placement, as applicable, may be reallocated to investors subscribed for in the other part of the Combined Offering, as long as the orders submitted in such other part exceed the above initial allocation and support this reallocation.

The allocation of New Shares to the HFSF will be made pursuant to the Institutional Placement and in accordance with the allocation criteria as set out in the resolution of the Extraordinary General Meeting of the shareholders of the Company, dated 15 June 2021. The Board of Directors shall apply the same criteria to the HFSF's participation interest, as for any other existing shareholder participating in the Combined Offering.

Pursuant to the letter dated 23 May 2021 addressed to Alpha Bank, the HFSF expressed full support for the Share Capital Increase and communicated its decision to subscribe in the Institutional Placement up to its current shareholding, namely 10.94%, as per the HFSF I aw

Also, Paulson & Co Inc. (on behalf of the investment funds managed by it), declared in its letter dated 15 June 2021 to the Board of Directors of the Issuer its intention to subscribe in the Share Capital Increase for its pro rata share of the offering, in accordance with the priority allocation mechanism.

Without prejudice to the allocation principles disclosed elsewhere in this Prospectus, the Company reserves the right to reject subscriptions for New Shares in all cases where the Company believes, in its absolute discretion, that subscriptions for New Shares may have been financed (through loans, credits, guarantees or other means of financing), directly or indirectly, by or with the assistance of the Company or any of its subsidiaries.

Allocation of New Shares in the Public Offering – Priority Allocation

Of the total number of New Shares initially allocated in the Public Offering, the number of New Shares that will be allocated to Retail Investors and Qualified Investors will be determined at the end of the Public Offering, having regard to the demand expressed by such investors.

Retail Investors and Qualified Investors who are registered shareholders of the Company on 28 June, 2021 (the "Record Date") in accordance with its shareholders' register electronically kept through the ATHEXCSD upon commencement of trading of its ordinary shares, and who will participate in the Institutional Placement or the Public Offering shall be given a priority allocation (of the New Shares) (the "Priority Allocation"), provided the below criteria are complied with:

a. Existing Shareholders participating in the Public Offering will be given a Priority Allocation of the New Shares to be allocated in the Public Offering. The Priority Allocation in the Public Offering will be, at least, equal to the existing Shareholders' percentage of participation in the share capital of the Company (based on the ATHEX CSD electronic records), as at a record date, which was set on 28 June, 2021) as such percentage of participation will be increased and adjusted to take into account the aggregated amount of the New Shares offered in the Share Capital Increase, so that at least the same percentage participation in the share capital is retained after the Share Capital Increase;

- b. Existing Shareholders participating in the Public Offering will not be given any allocation in the Institutional Placement and vice versa;
- c. The same Priority Allocation will be given over the New Shares, to be placed through the Institutional Placement, to existing Shareholders who are qualified and/or institutional and/or other eligible investors (including the HFSF), participating in the Institutional Placement and
- d. New Shares not subscribed in the Public Offering or the Institutional Placement will be allocated at the discretion of the Board of Directors, taking into account the view of the Global Coordinators and Bookrunners in relation to long-term, "buy and hold" investors, among other allocation criteria (such as timeliness of orders, etc.).

Existing Shareholders participating in the Public Offering or the Institutional Placement and requesting for Priority Allocation for their shareholding participation in the Company as at the Record Date should

- a. Appear with the relevant shareholding participation, in the ATHEXCSD electronic records as shareholders of the Company as of the Record Date (i.e. trades should have settled at that point in time); and/or
- b. In case they hold shares in the Company through intermediary/ies (in the sense of article 26 par. (b) of Law 4706/2020 (transposing into Greek law article 1 element 2 of Directive 2017/828)) deliver certificate(s) issued by such intermediary/ies, evidencing the exact number of shares, held in the Company through such intermediary/ies, as at the Record Date.

Any Priority Allocation will only be applicable for those orders that have been placed at the Offer Price.

The Company shall closely monitor its shareholding structure between the Record Date and the completion of the Combined Offering, in order to preserve Priority Allocation for Existing Shareholders in line with their participation until the Combined Offering completion.

If an investor with Priority Allocation rights subscribes in the Public Offering for New Shares in excess of such investor's shareholding percentile participation in the Company, as described above (over-subscription), only the portion corresponding to such percentile participation of such investor in the Company will be subject to the Priority Allocation.

Following the Priority Allocation described above, subscriptions for New Shares made by such investors that have not been satisfied, will be added to the subscriptions made by new subscribing investors and will be satisfied proportionately, to the extent unsubscribed New Shares are still available.

After the above calculation, the number of New Shares that will be allocated to each investor will be rounded down to the nearest integer number of shares. If, as a result of such rounding per investor, New Shares remain unallocated, such New Shares will be allocated at the discretion of the Board of Directors, taking into account the view of the Global Coordinators and Bookrunners in relation to long-term, "buy and hold" investors, among other allocation criteria (such as timeliness of orders, etc.).

Allocation of New Shares to investors in the Public Offering will not be dependent upon the financial intermediary though which their subscription applications have been submitted.

Delivery of New Shares will be completed through the final registration thereof with the Investor Share and Securities Account of the Retail Investors and Qualified Investors entitled thereto. Such registration will be made following completion of the relevant processes and the exact date thereof will be publicly announced by the Company through the ATHEX at least one business day prior to the commencement of trading of the New Shares on the ATHEX.

The New Shares will be delivered to the investors entitled thereto in dematerialised form by registration thereof with their Investor Share and Securities Account held in the DSS, which will have been provided by of the entitled Retail investors and Qualified Investors.

Registration of the New Shares will take place after the completion of the relevant procedures and the date of registration will be published by the Company announcement to ATHEX at least one business day before the start of trading of the new shares.

Further information about the procedure for the offering and allocation of the New Shares in the Public Offering are provided in section 18 «TERMS AND CONDITIONS OF THE SHARE CAPITAL INCREASE AND PUBLIC OFFERING» of the Prospectus while the expected timetable of the Public Offering is included in section 19 «ADMISSION TO TRADING AND DEALING ARRANGEMENTS» of the Prospectus.

If the Share Capital Increase is not fully subscribed for, the share capital of the Company will increase up to the amount actually raised, in accordance with Article 28 of Greek Law 4548/2018.

Athens, 25.06.2021

For Alpha Services and Holdings S.A.

Significant Legal Notice

This document is not an offer of securities for sale or the solicitation of an offer to purchase securities in the United States, Australia, Canada, South Africa, Japan or in any jurisdiction in which such offer is unlawful. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the "Securities Act") or an exemption from registration. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa or Japan. The securities referred to herein have not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada, South Africa or Japan.

Information contained in this announcement is provided for general information purposes only and is not considered to be complete and comprehensive. Information contained herein in terms of completeness, accurateness or fairness shall not be taken into account without trace by any person or for any cause. Information contained herein may change.

Declarations that refer to

the future are by their nature risky and uncertain and this could cause the actual results to differ materially from those presented. Readers should not put undue reliance on these declarations. Other than any current disclosure obligation of material information as stipulated by the relevant legislation in Greece, Alpha Services and Holdings S.A. does not intend or assume any obligation to update or revise publicly any declarations which refer to the future following the distribution of this announcement, in order to reflect any future facts or circumstances or otherwise.