

CORPORATE GOVERNANCE STATEMENT

for the year 2024

Corporate Governance Statement

A. INTRODUCTION

Laws

Pursuant to article 152 par. 1 and article 153 par. 3 of Law 4548/2018, Law 4706/2020 and the Hellenic Corporate Governance Code, the Board of Directors' Annual Management Report of Alpha Services and Holdings S.A. (the "Company") includes the Corporate Governance Statement for the year 2024. The reference date of the Corporate Governance Statement is 31.12.2024.

Items c), d), f), h), i) of article 10 of Directive 2004/25/EC of the European Parliament and of the Council, as they are incorporated in items c), d), e), g), h) of article 4 par. 7 of Law 3556/2007, are analyzed in the Explanatory Report of the Board of Directors, which is included in the Board of Directors' Annual Management Report.

B. CORPORATE GOVERNANCE CODE AND PRACTICES

B. 1

Statement of Compliance with the Corporate Governance Code

Our Company, following a resolution of the Board of Directors and with reference to article 17 of Law 4706/2020, adopted the **Hellenic Corporate Governance Code** of the Hellenic Corporate Governance Council (the "Code").

Our Company adheres to the Code which is posted on its website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/codes-and-policies>).

The Corporate Governance, Sustainability and Nominations Committee (the "CGSNC") of the Company: i) monitors the compliance of our Company and the Group with the Code, ensuring the appropriate application of the "comply or explain" principle required, and ii) provides oversight that the implementation of this principle aligns with the legislation in force, the regulatory expectations and the international corporate governance best practice.

B. 2**Explanation on issues of non-compliance with the Hellenic Corporate Governance Code in the context of the “comply or explain” principle**

Our Company fully complies with the Hellenic Corporate Governance Code, without any exception.

Starting from 1.1.2025, the Chair of the Board of Directors is an Independent Non-Executive Member.

It is noted however that until 31.12.2024, our Company deviated from the provision regarding the election of a Vice-Chair or Senior Independent Director as outlined in paragraph 2.2.21 “Special Practice” of the Code. During this period, the Chair of the Board of Directors was appointed from among the Non-Executive Members to coordinate Independent and Non-Executive Members’ meetings and the responsibilities of the Senior Independent Member were covered by the Chair of the Board of Directors and the Chair of the CGSNC.

B. 3**Update of Corporate Governance Documents during 2024**

During 2024, our Company revised the Charters of the Board of Directors and its Committees, which include the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance, Sustainability and Nominations Committee. Additionally, we have updated the Articles of Incorporation.

Moreover, Policies related to corporate governance have been meticulously reviewed and updated to ensure full alignment with the current regulatory framework and the most recent best practices of corporate governance. These Policies include the Suitability and Nomination Policy for the Members of the Board of Directors, the Suitability and Nomination Process for the Members of the Board of Directors, the Induction and Training Policy and Procedure for the Members of the Board of Directors, the Policy and Process for the Succession Planning of Non-Executive and Independent Non-Executive Members of the Board of Directors, the Policy for the Succession Planning of Senior Executives and Key Function Holders, the Remuneration Policy of the Members of the Board of Directors, and the Remuneration Policy for Alpha Services and Holdings and its Group along with its Annexes. Additionally, we have revised the Policy for the Evaluation of Senior Executives and Key Function Holders.

Furthermore, our Company has also revised the Expenses Policy for the Non-Executive Members of the Board of Directors. This Policy was approved by the Board of Directors during the meeting held in January 2025.

B. 4**Corporate Governance at Group Level**

Throughout 2024, the Board Committees of our Company met with the Board Committees of the Subsidiaries. This collaboration was pivotal as we reviewed the Annual and Semi-Annual Activity Reports of the Subsidiaries’ Boards of Directors and Committees, ensuring that their responsibilities were being fulfilled effectively.

In addition to these reviews, we also embarked on important discussions about the Board structure and practices on corporate governance. These discussions were crucial in maintaining and improving our governance standards.

Appointment of a new Chair of the Board of Directors

The Board of Directors at its meeting of 31.12.2024 and following the resolution dated December 12, 2024, the Board has appointed Mr. D.C. Tsitsiragos, Independent Non-Executive Member, as the new Chair of the Board of Directors, effective as of January 1, 2025. The fit and proper assessment process for this appointment was successfully completed with the Single Supervisory Mechanism (SSM) of the European Central Bank (ECB), prior to the Board's decision, in accordance with all applicable laws and regulations.

It is noted that the departing Chair Mr. V.T. Rapanos served as Chair of the Board of Directors since May 2014. Mr Rapanos contributed significantly to safeguarding and steering the Company's long-term strategy, engaged with the Company's Stakeholders to promote the Company's interests and contributed decisively to the establishment of best corporate governance practices in the Company. He has also served as Chair of the Board of Directors of the Hellenic Bank Association, reinforcing its crucial role and function.

The process to identify suitable candidates to replace Mr. V.T. Rapanos as a Board Member has already commenced, based on recommendations by the Corporate Governance, Sustainability and Nominations Committee.

Commencement of the process for the merger between Alpha Services and Holdings S.A. and Alpha Bank S.A.

The Company, 100% parent of Alpha Bank S.A., announced that its Board of Directors held on 12.12.2024 approved the initiation of the merger process, by way of which Alpha Bank S.A. shall proceed with a merger by absorption (in Greek: «Συγχώνευση με απορρόφηση») of the Company (hereinafter the "**Merger**") pursuant to applicable Greek Law, including, without limitation, Greek Law 4601/2019 on corporate transformations and article 16 of Law 2515/1997 on banking transformations, as in force (hereinafter the "**Greek Transformation Law**").

As per the provisions of the Greek Transformation Law, subject to all necessary regulatory and corporate approvals and consents, the Merger will result into Alpha Bank, which will retain its license as a credit institution, succeeding by force of law and by way of a universal succession the Company in any and all of its assets and liabilities. Prior to the Merger completion, the shares of Alpha Bank, the surviving entity of the Merger, will be admitted to listing on the Athens Exchange and its shares will be delivered upon Merger completion to the Shareholders of the Company in exchange for their shares in the Company. It is noted that, completion of the Merger is subject to obtaining all necessary regulatory approvals and consents, including those by the Prudential Regulator and the Ministry of Development, as well as to all applicable corporate authorizations and approvals, including those by the General Meeting of Shareholders of both the Company and Alpha Bank.

As we look ahead to 2025, some of the key Corporate Governance priorities that we will be focusing on are shared below. These priorities will guide our efforts to enhance our governance practices and ensure we remain aligned with the latest regulatory developments.

First and foremost, we will be working to further enhance the diversification within our Board of Directors and the Management team. This will further strengthen the variety of perspectives and experiences, which is crucial for our growth and success.

We will also be reviewing our Company's Corporate Governance documents to ensure they reflect the latest regulatory changes and developments. This will help us maintain compliance and stay ahead of any potential challenges.

Another important priority is to provide further specialized training to the Members of the Board of Directors. This ensure they remain equipped with the necessary skills and knowledge to make informed decisions and lead our Company effectively.

We will be closely monitoring the adoption of corporate governance practices by our Subsidiaries to ensure consistency and alignment across the Organization. Additionally, we will be approving new policies in line with the latest developments in the field of corporate governance.

Additionally, we are committed to sustained transparency regarding our overall strategy, board composition and effectiveness, remuneration practices, and sustainability initiatives. We will maintain a continued emphasis on board and executive succession planning and continue to monitor the implementation of the Succession Policy. This will ensure that we have a robust plan in place for leadership continuity.

We will also continue to enhance our Remuneration Framework aiming to attract and retain highly-skilled executives, ensure that remuneration practices are aligned with our performance goals and international best practices.

Customer focus remains central to our approach. Our Company is dedicated to deepening its customer relationships by addressing their diverse expectations and expanding its offerings through strategic partnerships. We will continue to actively seek and listen to customer feedback, analyze their preferences and needs and integrate their insights into our product development and service improvements. By doing so, we aim to enhance customer satisfaction, build stronger relationships, and ensure that our offerings consistently meet or exceed their expectations. Our Company will remain competitive and innovative in the market by promoting transparency and engagement.

Lastly, we will continue active engagement with our shareholders and investors through roadshows focused on several key areas: Strategic Overview, Corporate Governance (including Board Structure, Board Effectiveness, and Remuneration), and Sustainability, aiming to incorporate their feedback into our practices and ensure our practices meet their expectations.



2025 Priorities

C. INTERNAL CONTROL SYSTEM (ICS)

The Internal Control System, on which the Company places great emphasis, comprises all mechanisms and procedures relating to all the activities of the Company at an individual and a Group level and is designed to ensure:

- the consistent implementation of the business strategy with an effective utilization of the available resources,
- the identification and management of all risks undertaken to achieve business objectives,
- the completeness and the reliability of the data and information required for the accurate and timely determination of the financial situation of the Company and the generation of reliable Financial Statements,
- the compliance with the current regulatory framework, the internal regulations, the rules of ethics,
- the prevention and avoidance of erroneous actions that could jeopardize the reputation and interests of the Company, the Shareholders and those transacting with it,
- the effective operation of the IT systems in order to support the business strategy and the secure circulation, processing and storage of critical business information.

The Internal Control System is structured along the 'Three Lines' Model: the business and operational or support Units (first line); the Risk Management and Compliance Units (second line) and the Internal Audit Unit (third line).

The Audit Committee is responsible for the monitoring of financial reporting processes, the effective operation of the internal control and risk management systems as well as for the supervision and monitoring of the performance and independence of the Statutory Certified Auditors.

The Audit Committee cooperates with the Risk Management Committee regarding the oversight of certain key areas of risk and capital management and their repercussions on the Internal Control System.

The evaluation of the adequacy and effectiveness of the Internal Control System of the Company is conducted:

- a. On a continuous basis through the review of audits conducted by the Internal Audit Unit at a Group level, following a risk-based audit plan and the activities performed by the Compliance Unit as well as the Risk Management Unit.
- b. Regularly, by the Audit Committee of the Board of Directors, on the basis of the relevant data and information received through the year from the Internal Audit Unit, the Compliance Unit and the Management as well as on the basis of the findings and observations from the External Auditors and the Regulatory Authorities.
- c. Periodically by external auditors, other than the Statutory Certified Auditor, who are highly experienced in the field of internal control and are independent of the Group.

With regard to the financial reporting and accounting processes in particular, the Company has in place policies and procedures established in accordance with the current legislation and the accounting standards in force, as defined in the International Financial Reporting Standards (IFRS), that have been adopted by the European Union, pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002. The primary procedures followed by the Company in order to ensure control effectiveness and to prevent errors and fraud include the segregation of duties and the four-eyes principle, based on shared responsibilities for key processes to more than one person or Units and on the approval of certain activities by at least two people.

The accounting system of the Company and the Group is supported by appropriate IT systems which have been adapted to the business requirements of the Company and the requirements of the accounting standards. Accounting and control procedures have been established in order to ensure the completeness, correctness and accuracy of the entries in the accounting books as well as the completeness and validity of the Financial Statements.

Internal Audit Unit

The purpose of the Internal Audit Unit is to provide independent, objective assurance and consulting services designed to add value and improve the operations at Group level. The mission of the Internal Audit Unit is to enhance and to protect the organizational value by conducting risk-based audits and by reviewing the internal governance arrangements, processes and mechanisms to ascertain that they are sound and effective, implemented and consistently applied as well as to provide objective assurance, advice and insight.

The Internal Audit Unit helps accomplish the Company's objectives by providing a systematic and disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes.

The Internal Audit Unit conforms to the Institute of Internal Auditor's International Professional Practices Framework (IPPF). Furthermore, it applies the relevant regulatory framework, including Articles 15-16 of Law 4706/2020 and the European Banking Authority (EBA) guidelines on internal governance under Directive 2013/36/EU section 22, on the Internal Audit Unit.

The Head of Internal Audit is appointed by the Board of Directors following a proposal by the Audit Committee and reports functionally to the Board of Directors, through the Audit Committee. For solely administrative purposes the Head of the Internal Audit reports to the Chief Executive Officer. He is in charge of managing the independent Internal Audit Unit. The performance of the Head of Internal Audit is reviewed and evaluated by the Board of Directors through the Audit Committee. The Audit Committee may consult with the CEO and others on this purpose.

The Head of Internal Audit has unrestricted access to the Board of Directors and the Audit Committee, communicates and interacts directly with them, including in private meetings without the Management being present, where necessary. This should not prevent the Head of the Internal Audit from reporting within the regular reporting lines as well. The Head of Internal Audit attends General Meetings of Shareholders.

The Board of Directors authorizes and the Audit Committee supports the Internal Audit Unit to:

- Have unfettered institution-wide, full, free and unrestricted access to all functions, records, documents, information, buildings, property and Personnel of the Group pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information. This should include access to the Management Information Systems and the Minutes of the meetings of all Committees and decision-making bodies.
- Have sufficient resources and ensure that the qualification of the Internal Audit Unit's staff members and resources, in particular its auditing tools and risk analysis methods, are adequate for the Company's size and locations, as well as for the nature, scale and complexity of the risks associated with its business model, activities, risk culture and risk appetite.

The Internal Auditors maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe that no quality compromises are made in their work product and that they do not subordinate their judgment on audit matters to others. The Internal Auditors are independent of the auditees and Management and must be objective during the execution of their work. They have no operational responsibility for or authority over any of the activities audited. Furthermore, they are not related with the activities they are assigned to audit from an organizational perspective. The Head of Internal Audit confirms to the Board of Directors and to the Audit Committee, at least annually, the organizational independence of the Internal Audit Unit.

The scope of Internal Audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the Audit Committee and to the Board of Directors on the adequacy and effectiveness of governance, risk management and control processes of the Company.

The Head of Internal Audit has the responsibility to:

- Submit, at least annually, a risk-based Internal Audit Plan on the basis of the annual risk assessment process for approval to the Board of Directors following the endorsement thereof by the Audit Committee.
- Ensure the completeness of the Audit Universe at Group level.
- Coordinate accordingly with the Heads of Internal Audits of significant subsidiaries in order to ensure appropriate and complete communication to the Audit Committee regarding Internal Audit plan, Internal Audit activity and results, and implementation of the Internal Audit Charter at Group level.
- Review and adjust the Internal Audit Plan, as necessary, in response to changes in the Alpha Services and Holdings S.A. internal and external business risks, operations, programs, projects, systems and controls.
- Communicate to the Board of Directors and to the Audit Committee any significant changes to the Internal Audit Plan for approval.
- Ensure execution of the Internal Audit Plan, including the establishment of objectives and scope, the assignment of appropriate and adequately supervised resources, the documentation of work programs and testing results and the communication of engagement results and recommendations to appropriate stakeholders.
- Inform, in writing at least quarterly, the Board of Directors, through the Audit Committee, and General Management about the significant audit findings and recommendations, progress on their implementation, and the extent to which the Internal Control System meets its objectives.
- Follow up the engagement findings and corrective actions and submit regularly to the Board of Directors and to the Audit Committee written reports on major identified deficiencies as well as any corrective actions not effectively implemented.

Internal Audit Unit

- Ensure that the Internal Audit Unit applies and upholds the principles of integrity, objectivity, confidentiality and competency and periodically report conformance with the IIA's Code of Ethics to the Board of Directors and to the Audit Committee.
- Ensure that the Internal Audit Unit collectively possesses or obtains the knowledge, skills and other competencies needed to meet the requirements set by the Internal Audit Charter.
- Communicate to the Board of Directors and to the Audit Committee the impact of resource limitations, if any, on the Internal Audit Plan.
- Ensure that emerging trends and successful practices in internal auditing are considered and are included in the IPPF.
- Establish and ensure adherence to policies and procedures designed to guide the Internal Audit Unit.
- Ensure adherence to the Company's relevant policies and procedures, unless such policies and procedures conflict with the Internal Audit Charter. Any such conflicts will be resolved or otherwise communicated to the Board and the Audit Committee.
- Ensure conformance of the Internal Audit Unit with the Global Internal Audit Standards (standards), with the following qualifications:
 - a. If the Internal Audit Unit is prohibited by law or regulation from conformance with certain parts of the standards, the Head of Internal Audit will ensure appropriate disclosures and conformance with all other parts of the standards.
 - b. If the standards are used in conjunction with requirements issued by other Supervisory Authorities, the Head of Internal Audit will ensure that the Internal Audit Unit conforms with the standards, even if it also conforms with the more restrictive requirements set by other Supervisory Authorities and local laws and regulations.
- Report periodically and be directly accountable to the Audit Committee and the Board of Directors, as to the evaluation of the overall effectiveness and efficiency of the Company's and the Group's Internal Control System. In particular, the Internal Audit Unit assesses:
 - a. the appropriateness of the Company's governance framework;
 - b. whether existing policies and procedures remain adequate and comply with legal and regulatory requirements and with the risk strategy and the risk appetite of the Company;
 - c. the compliance of the procedures with the applicable laws and regulations and with decisions of the Board of Directors;
 - d. whether the procedures are correctly and effectively implemented (e.g. compliance of transactions, the level of risk effectively incurred, etc.); and
 - e. the adequacy, quality and effectiveness of the controls performed and the reporting done by the 1st line of defense Business Units and the Risk Management and Compliance Units (three lines of defense model).

The Internal Audit Unit:

- Verifies in particular, the integrity of the processes ensuring the reliability of the Bank's methods and techniques, and the assumptions and sources of information used in its internal models (e.g.

Internal Audit Unit

risk modelling and accounting measurements). It also evaluates the quality and use of qualitative risk identification and assessment tools and the risk mitigation measures taken.

- Examines, audits and assesses:
 - a. the adequacy and integrity of financial and other information, risk management, regulatory compliance and the corporate charter in force; the implementation of the internal regulation and the system of internal controls, in particular as regards the adequacy and integrity of the financial and non-financial information provided, risk management, regulatory compliance and the corporate governance code adopted by the Company;
 - b. the quality assurance mechanisms;
 - c. the corporate governance mechanisms and
 - d. use of capital raised through public offerings in accordance with information released to the public and business plans.
- Ensures that sufficient procedures are in place so that the reports from the audit engagements are appropriately disseminated.
- Attests to the Audit Committee and the Management of the Company annually, the organizational independence of the Internal Audit Unit activity, or discloses the details of any impairment accordingly.
- Ensures that the Internal Audit Unit complies with sound internal auditing standards and with the code of conduct and ethics.
- Upon decision or instruction from any Competent Authority, carries out specific audits in cases where there are indications that the interests of the Company or its Subsidiaries are compromised.
- Provides in writing to the Competent Authorities any information requested, collaborates with the Competent Authorities and facilitates in any possible way their supervisory and control tasks.

C.2

Compliance Unit

The Compliance Unit is responsible for the monitoring of the Compliance Risk at the level of the Company and the Subsidiaries, as per the duties and responsibilities included in its Charter.

Being part of the Second Line of Defense, the Compliance Unit is responsible for identifying and assessing compliance risk and for informing the competent bodies accordingly as well as for proposing appropriate measures to address the identified weaknesses and for monitoring their implementation.

Compliance Risk is the risk that affects the business model, the reputation and the financial status of the Company, due to the failure to comply with the regulatory framework applicable to the Company, the regulatory Acts issued by the Authorities, the Code of Conduct and Ethics as well as the internal policies and procedures.

In terms of governance, the Compliance Unit reports functionally through the Audit Committee to the Board of Directors and administratively to the Chief of Corporate Center and General Counsel. It constitutes an independent function and is empowered with unrestricted access to data and information necessary to carry out its mission. The Management ensures the availability of the required resources which enable the Compliance Unit to perform its duties.

The Compliance Unit is subject to audits or reviews carried out by the Competent Authorities and supervisors [Single Supervisory Mechanism (SSM), Bank of Greece, Hellenic Capital Market Commission] and by the Internal Audit Unit.

The Compliance Unit is responsible for:

Compliance Unit

- Representing the Company to Supervisory and other Authorities regarding compliance matters;
- Reporting to the Management regarding the compliance level of the Company and proposing actions for enhancing adherence of the Company to the regulatory framework requirements;
- Establishing and implementing appropriate and up-to-date policies and procedures, with a view to achieving the Company's compliance with the applicable regulatory framework;
- Assessing the complexity and nature of the Company's activities, including the development and promotion of new products and business practices, when introducing relevant policies and procedures;
- Ensuring the timely, complete and continuously effective management of the relevant compliance risks, by following a systematic methodology and by introducing enhancements in case of discrepancies. To this end, it designs performance and risk indicators, in order to measure the Compliance residual risk and to frame the Compliance Risk Appetite;
- Monitoring the adherence to the Company's applicable regulatory framework and the adoption of the Group Policies by the Subsidiaries in order to facilitate a harmonized Compliance approach among them.
- Ensuring the continuous update of the Employees regarding the applicable regulatory framework, through compliance-oriented training programs.

C.2

Compliance Unit

The Compliance Unit drafts the Annual Compliance Program which is reviewed by the Audit Committee for endorsement and is subsequently submitted for approval to the Board of Directors.

It cooperates, *inter alia*, with the Internal Audit, the Legal, the Risk Management Units and Business Areas when appropriate, to deal with compliance matters under a common approach.

The Chief of Compliance is the Group Compliance Officer and is responsible for:

- assessing the Company's level of compliance with the requirements of the legal and regulatory framework and with the internal policies and procedures;
- supervising the Employees who performs tasks involving Compliance matters and ensuring their adequate training and updated information on relevant developments;
- continuously monitoring trends, best practices, laws and regulations on Compliance matters;
- supervising the Subsidiaries' Compliance units;
- reporting to the Board of Directors through the Audit Committee and informing the Competent Authorities on Compliance matters;
- ensuring the proper organization and operation of the Compliance as well as the organization and coordination of the Compliance Units and the Compliance Officers of the Subsidiaries, providing respective guidelines.

The Company commits to achieving a strong control environment and a distinctive risk management capability in order to meet its performance objectives and to achieve continuous improvement in the area of risk management.

The Risk Management Function is independent from any executive activities and Units.

All Risk Management Policies and Frameworks are approved by the appropriate Committees and are based on the following guiding principles. They are:

- risk-appetite driven;
- an integral part of the business strategy and the decision-making;
- responsibility driven;
- transparent through clear communication lines;
- documented appropriately, ensuring that all risk identification, assessment, monitoring, reporting, control/mitigation, activities and systems perform as required;
- structured appropriately, ensuring that adequate information and reporting mechanisms are provided to all levels of the Management.

The Risk Management Framework, policies and procedures are reviewed annually. The Risk Management Framework is based on an extensive set of risk policies. The main objective of the Risk Management Framework in place is to ensure that the outcomes of risk-taking activities are consistent with the Group's strategy and risk appetite and that there is an appropriate balance between risk and reward in order to maximize risk adjusted returns. The Risk Appetite Framework, which constitutes a major component of the Risk and Capital Strategy, allows the Company to combine the corporate and business strategy with the financial and capital planning and with the Risk Management Framework. The risk analysis is integrated into the Company's annual strategic planning process and strategic plan goals are reviewed on the basis of the risk policy.

The risk management is spread across three different levels, in order to create a Three Lines Model. The duties and responsibilities of all lines are clearly defined and separated and the relevant roles are sufficiently independent. The Risk Management Function is responsible for both supporting - this entails guiding in identifying, analyzing, and monitoring risks associated with the tasks they undertake – as well as challenging the 1st Line Business functional areas in implementing internal controls and processes.

The Chief Risk Officer reports to the Risk Management Committee and, through the latter, to the Board of Directors. Moreover, he has the overall responsibility for all the risk issues outlined in the relevant risk policies and additionally supervises and coordinates the risk management activities of the Company.

His main responsibilities are as follows:

- Ensures that appropriate risk management policies are in place and in line with the Group's risk management strategy, risk appetite and business objectives and oversees the risk policies implementation;
- Ensures that there are appropriate risk management tools and methods in place, including the models for risk identification, assessment, monitoring, controlling, reporting and stress testing;
- Ensures that the Company adequately embeds all risk types in the risk appetite statement and framework, business strategy and risk management framework;

Risk Management Function

- Ensures compliance with all internal and regulatory risk limits as well as that any deviations from the risk appetite are timely communicated to the Risk Management Committee;
- Ensures that the Company holds adequate economic and regulatory capital;
- Participates in the evaluation of the Company's economic and regulatory capital by the regulatory authorities;
- Monitors the "troubled assets" portfolio and recommends impairment levels;
- Provides the Risk Management Committee, on a regular basis, with adequate reporting in order to enable the Committee to properly advise the Board of Directors on the Group's exposure, profile and strategy. Moreover, submits to the Board of Directors annually, through the Risk Management Committee, reports in relation to the Company's Risk Management activities across risk types.

The Audit Committee and the Risk Management Committee, in a joint session, provide oversight of certain key areas of risk and capital management and their repercussions on the Internal Control System and they review issues relevant to the remediation plans related to regulatory/supervisory assessments, operational risk and other issues of importance and common interest.

C.4

Related Parties Transactions

The Company has established and implements policies and processes on Related Parties Transactions in order to identify, evaluate, approve and properly disclose the transactions it performs with the Related Parties, taking into consideration the applicable legal and regulatory framework, including articles 99-101 of Law 4548/2018.

Within this framework, the Company adopted the "Policy on Related Parties transactions", which describes the method with which the Company handles issues regarding transactions with Related Parties.

All set processes and procedures aim to ensure that the Related Parties transactions are concluded and disclosed in accordance with the applicable legal and regulatory framework. The Compliance Division of each Subsidiary is the responsible Unit to monitor the Related Parties transactions for conformity with the principles and process applied.

C.5

Periodical Assessment of Internal Control System

The Company has endorsed the Policy and Procedure for the External Periodical Assessment of the Internal Control System, according to the respective legal and regulatory framework (Law 4706/2020, article 14).

The abovementioned Policy aims at setting the standards for the assessment perimeter, the external auditor assessment procedure, the characteristics required from the auditors, the audits' periodicity, the assessment report contents and recipients. The Audit Committee is responsible for monitoring the Internal Control System Policy and Procedures.

The Internal Control System assessment is carried out every three years by independent external auditors and, upon the conclusion of the assessment, a Report is being prepared, where the auditors' findings are outlined along with their analysis and conclusions. The latest assessment report was issued by Mazars in June 2023, covering the period 2020-2022, and it was submitted to the Board of Directors, through the Audit Committee, and then to the Bank of Greece. As a result of their assessment nothing came to their attention that causes them to believe that there are material weaknesses affecting the adequacy of the Internal Control System.

D. SHAREHOLDERS

General Meeting of Shareholders

The General Meeting of Shareholders (the "General Meeting") is the supreme governing body of our Company and it plays a crucial role in resolving all corporate affairs in accordance with the applicable legislation. It is essential to note that the resolutions passed during the General Meeting, when in accordance with the law, are binding upon all Shareholders, including those who are absent or dissenting.

The General Meeting shall be convened by the Board of Directors or as otherwise stipulated by the applicable legislation. The meeting shall take place at the Company's registered office, or in the district of another municipality within the prefecture of the registered office, or in a contiguous municipality to the registered office. Alternatively, it may be held at the registered office of the Athens Exchange, where the Company's shares are listed for trading. Furthermore, following a resolution by the Board of Directors and in compliance with the applicable legislation, the General Meeting may also be conducted via teleconference. This decision ensures that all Shareholders have the opportunity to participate in the meeting, regardless of their physical location.

The General Meeting is held at least once during the fiscal year, no later than the tenth calendar day of the ninth month following the end of the fiscal year (Ordinary General Meeting). Additionally, meetings may be convened on an ad hoc basis as necessary.

The General Meeting will initially be presided over by the Chair of the Board of Directors. During this provisional period, the Chair will appoint provisional secretaries and ballot collectors. This arrangement will continue until the list of Shareholders with the right to participate in the General Meeting is ratified. Following this, the regular Presidium, including the permanent Chair, secretaries, and ballot collectors, will be elected by the General Meeting.

General Meeting of Shareholders

It should be noted that only those who hold Shareholder status on the record date, as defined by the legislative framework, are entitled to participate in the General Meeting. It is crucial for Shareholders to timely and properly comply with the provisions of the law and the relevant invitation to the General Meeting. Should there be any deviations from these guidelines, participation in the General Meeting will only be permitted upon receiving approval from the General Meeting itself.

Shareholders are welcome to attend the General Meeting either in person or by proxy. In the case of minors, individuals under judicial guardianship and legal entities, representation must be in accordance with the applicable legislation. The appointment, revocation, or replacement of representatives should be done in writing, through either a private or a public document. Additionally, upon a resolution by the Board of Directors, this can also be accomplished via electronic mail or other electronic means of communication, as detailed in the Invitation to the General Meeting.

Moreover, upon a resolution by the Board of Directors it may be resolved that the Shareholders may participate in the General Meeting through a Mail Vote, which can be submitted either by mail or electronically prior to the meeting. This process will be conducted in accordance with the relevant legislation and the instructions provided in the invitation.

It is important to note that the Members of the Board of Directors and the auditors of the Company are allowed to attend the General Meeting. Additionally, other individuals who do not possess shareholder capacity may also be allowed to attend, upon permission of the Chair of the General Meeting.

During 2024, one General Meeting of Shareholders was held.

Ordinary General Meeting of Shareholders on 24.7.2024

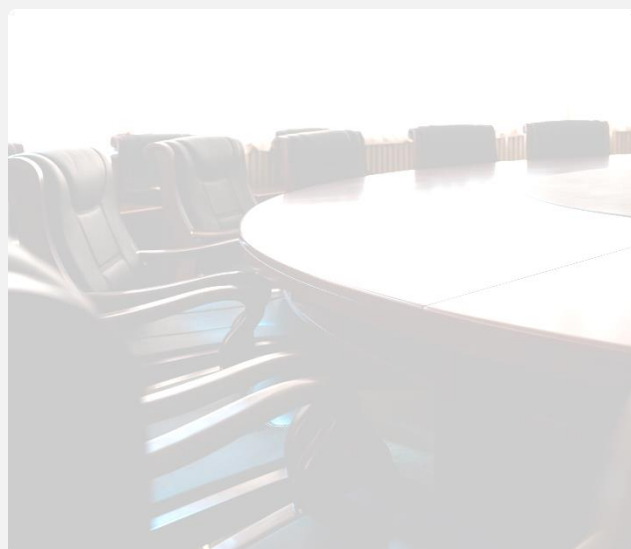
Ordinary General Meeting Quorum

Shareholders (in person or by proxy)	743
Common, registered, dematerialized shares with voting rights	1,666,062,224 ¹
Voting share capital of the Company	70.93%

¹ out of a total of 2,348,874,407 common, registered, dematerialized shares with voting rights

Voting results and resolutions

All the items of the agenda were approved by the Ordinary General Meeting of Shareholders. The resolutions approved and the valid votes are presented below:



ITEM	AGENDA	% VALID VOTES
1	Approval of the Annual Separate and Consolidated Financial Statements of the financial year 2023 (1.1.2023 - 31.12.2023), together with the relevant reports of the Board of Directors which are accompanied by the Statutory Certified Auditors' Report.	99.76%
2	Approval of dividend distribution of an amount of Euro 61,133,013 in cash from intragroup dividends reserves.	99.96%
3	a) Approval of the distribution of an amount of Euro 55,919 of the Company's Intragroup dividends reserves to Company's Staff. Granting of authorization to the Board of Directors. b) Distribution of an amount of up to Euro 12.6 million by Group Companies to their eligible Staff. Granting of authorization to the Board of Directors.	99.05%
4	Approval of the overall management for the financial year 2023 (1.1.2023 - 31.12.2023) as per article 108 of law 4548/2018 and discharge of the Statutory Certified Auditors for the financial year 2023, in accordance with article 117(1)(c) of law 4548/2018.	98.85%
5	Appointment of Statutory Certified Auditors for the financial year 2024 (1.1.2024 - 31.12.2024) and approval of their fee.	99.10%
6	Submission of the Activity Report of the Audit Committee for the year 2023, in accordance with article 44 of law 4449/2017 (non-voting item).	NON-VOTING ITEM
7	Submission of the Report of the Independent Non-Executive Members, according to article 9(5) of law 4706/2020 (non-voting item).	NON-VOTING ITEM
8	Deliberation and advisory vote on the Remuneration Report for the financial year 2023, in accordance with article 112 of law 4548/2018.	99.06%
9	Approval of the Members of the Board of Directors' remuneration for the financial year 2023 (1.1.2023 - 31.12.2023).	99.06%
10	Approval, in accordance with article 109 of law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2024 (1.1.2024 - 31.12.2024).	99.05%
11	Approval, in accordance with article 86 of law 4261/2014, of an increase of the maximum ratio between the fixed and variable components of remuneration for the Members of the Executive Committee.	99.03%
12	Approval of the updated and amended Remuneration Policy of the Members of the Board of Directors in accordance with articles 110 and 111 of law 4548/2018.	99.06%

13	Approval of the updated and amended Suitability and Nomination Policy for the Members of the Board of Directors.	99.10%
14	Amendment to the Company's Share Buyback Program in accordance with article 49 of law 4548/2018 and authorization to the Board of Directors for its implementation.	99.95%
15	Publication to the Ordinary General Meeting of the Shareholders of the Company, according to article 97 par. 1(b) of law 4548/2018, of any cases of conflict of interest and agreements of the financial year 2023 which fall under article 99 of law 4548/2018 (non-voting item).	NON-VOTING ITEM
16	Granting of authority, in accordance with article 98 par. 1 of law 4548/2018, to the Members of the Board of Directors and the General Management as well as to Directors of the Company to participate in the boards of directors or in the management of companies having purposes similar to those of the Company.	99.96%

The Resolutions adopted at the Ordinary General Meeting of Shareholders held on 24.7.2024 have been posted on the Company's website (<https://www.alphaholdings.gr/en/Holdings/Investor-relations/General-meetings>).

Communication with Shareholders, Investor Roadshows and Corporate Governance Meetings

In order to enhance the active participation of the Shareholders in the General Meetings and the genuine interest in issues relating to its operation, our Company applies procedures of active communication with them and establishes the appropriate conditions so that the policies and strategies adopted are based on a constructive exchange of views.

To strengthen our relationships with proxy advisors and investors, particularly those focused on corporate governance, we have been actively engaging to support their decision-making processes. Throughout the year, we have conducted bilateral meetings with representatives of proxy advisors, analysts and investors to discuss corporate governance and sustainability issues.

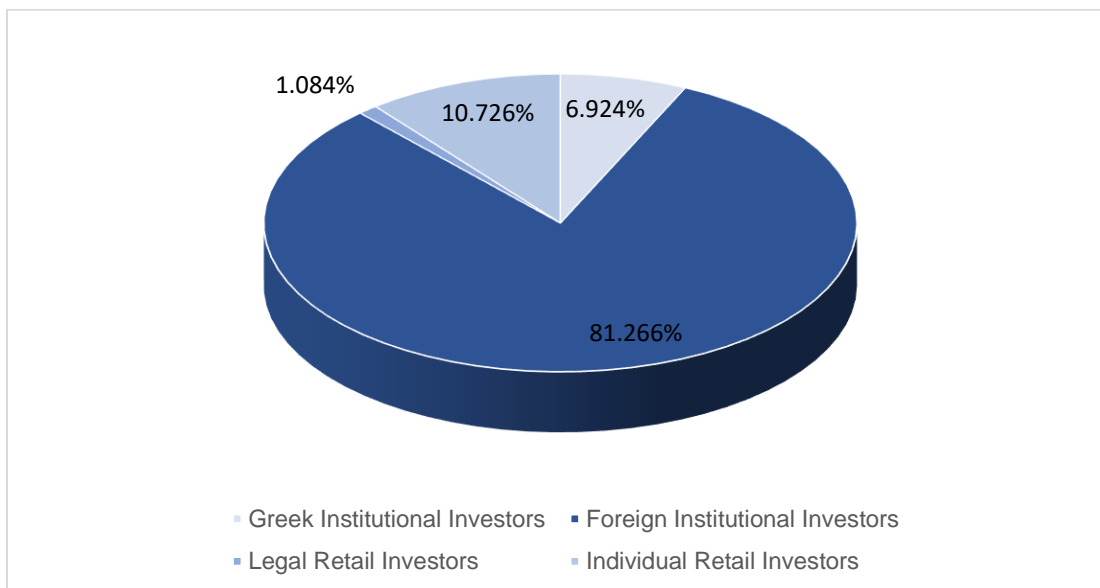
In 2024, we organized roadshows with investors and international proxy advisors, with the participation of the Chairs of the Corporate Governance, Sustainability and Nominations Committee, the Remuneration Committee as well as our Executives. During November and December 2024, 17 meetings with investors were held. Those roadshows focused on several key areas: Strategic Overview, Corporate Governance (including Board Structure, Board Effectiveness, and Remuneration), and Sustainability.

One aim with these initiatives is to increase awareness and understanding among key stakeholders regarding our sustainability efforts. We are dedicated to engaging with stakeholders, maintaining an ongoing dialogue on sustainability matters and strengthening our relationships with ESG-focused Shareholders. Furthermore, we aim to demonstrate our progress and commitment to sustainable practices, collect valuable stakeholder feedback and identify key concerns to shape our future strategies.

Additionally, our efforts to enhance relationships with stakeholders who prioritize corporate governance have been fruitful. By providing them with the necessary information, we assist in their decision-making processes, ultimately improving our corporate governance. These efforts also help facilitate voting recommendations on governance matters in preparation for the upcoming General Meetings of Shareholders.

Shareholders structure

Our Company's shareholder structure presents great diversity. On 31.12.2024 the Shareholders structure of the Company was as follows:



E. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Commitment to Sustainability

The Company remains deeply committed to conducting its operations responsibly, fostering long-term sustainable value creation for its Shareholders and other Stakeholders. This commitment encompasses economic, social and governance principles across the Company's activities in Greece and other countries of operation. Recognizing the critical role ESG plays in fostering sustainable growth, the Company has undertaken significant initiatives to enhance its environmental stewardship, social responsibility, and governance practices.



The Bank's governance framework emphasizes active engagement with Stakeholders to understand their evolving expectations on ESG matters. Aligned with international guidelines, relevant laws, and the Group's policies, the Company's Sustainability Strategy identifies four primary Stakeholder groups:

- (i) Investors (as well as investment analysts and advisors)
- (ii) Customers
- (iii) Employees and Society
- (iv) Official and Regulatory Authorities

To address their expectations effectively, the Company actively engages and collaborates closely with key Stakeholders and integrates its profitability goals with sustainability principles into its corporate strategy and operations. It invests in its workforce, infrastructure, and network to deliver high-quality, sustainable products and services to the market.

The Company's Sustainability Strategy is anchored in three core commitments:

- Support an environmentally sustainable economy.
- Foster healthy economic and societal progress.
- Ensure robust and transparent governance.

These commitments are underpinned by measurable targets and Key Performance Indicators (KPIs) which are presented in the annual Sustainability Report of Alpha Services and Holdings S.A. and the Sustainability Statement included in the Annual Report 2024, please refer to the 'SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model' section

Environmental Stewardship

Following Alpha Bank's NetZero Banking Alliance (NZBA) commitment, in 2023, to achieve Net Zero greenhouse gas emissions by 2050, the Company announced in 2024 the first set of sectors for which net-zero targets have been set, across the lending and investment portfolios. The sectors include

- i. Power Generation
- ii. Oil and Gas
- iii. Cement
- iv. Iron and Steel

At the same time, the Company strengthened its focus on environmental impact by fully operationalizing its Sustainable Finance Framework and further embedding ESG criteria into decision-making and operations.

As a result, sustainable disbursements increased further in the Company's portfolio, paving the way for ambitious goal setting for the period 2024-2026.

The Company also focused on reducing its own carbon footprint, investing in green building technologies and waste reduction initiatives that resulted in reduced energy consumption across branches and business centres. These actions are being driven by a number of policies related to climate change mitigation and adaptation as per the 'E1- policies section' in the Sustainability Statement.

Finally, to enhance awareness of ESG and climate risks, the Company continued to provide advanced capability training and support on sustainable finance and the relevant tools available to Relationship Managers.

Social Responsibility

As part of its sustainable development strategy, the Company has adopted a Corporate Responsibility policy that aligns with internationally recognized standards, such as the OECD Guidelines for Multinational Enterprises, the ILO Core Conventions, and the Universal Declaration of Human Rights. In addition, there are several Group-wide policies in place related to own workforce and also policies that ensure that the needs of consumers and end-users are addressed according to the Company's Strategy, please refer to 'policy sections of S1 and S4' in the Sustainability Statement. The Company also adheres to all relevant legal and regulatory requirements.

In 2024, the Company joined the United Nations Global Compact, thereby committing to align with the UNGC Ten Principles to uphold human rights, labour standards, environmental protection, and anti-corruption efforts in all aspects of its operations.

Furthermore, the Company prioritizes Employee development and well-being by offering a healthy work environment where Employees can enhance their skills and contribute to innovation. The Company's Diversity, Equity and Inclusion (DEI) Strategy is a critical component of its corporate culture and Sustainability Strategy, and several initiatives were designed and implemented, underpinning the DEI Strategy's to promote a diverse and inclusive work environment where all Employees feel valued and respected.

Community engagement remains a cornerstone of the Company's social impact. Notable programs include supporting disaster-affected regions and collaborating with local and nationwide organizations to promote economic resilience and financial inclusion, support of circular economy, as well as initiatives that enable accessibility to cultural life and heritage.

Robust Governance

The governance framework of the Company reflects its dedication to sound and transparent management practices.

At the Board level, the Corporate Governance, Sustainability and Nominations Committee acts as the ultimate liaison and responsible Board Committee for all sustainability/ESG issues. During 2024, the Corporate Governance, Sustainability and Nominations Committee met 14 times.

At the Executive Management level, the Group Sustainability Committee oversees ESG topics, steers the Group's Sustainability Strategy, oversees its implementation and supports the Board of Directors in their oversight of Climate & ESG Risks and Sustainability in general.

The committee membership includes five C-level senior leaders as permanent members and C-level Executives, Members of the Executive-Committee, as well as Executives of the Bank or Group Companies or external partners, may also be invited to participate in the Committee's meetings. The Group Sustainability Committee met nine times during 2024 to review progress on key initiatives related to sustainability and regulatory compliance thereof. Members discussed, among others, the progress in ESG integration via the operationalization of the Company's Sustainability Strategy and approved projects related to the Sustainable Finance business onboarding and science-based climate target setting, as well as the corresponding action plan to meet the supervisory expectations.

Updates and approvals were also provided on the Company's preparedness for meeting disclosure requirements under applicable regulations. The Members of the Committee were also informed about the results of assessments, scenario analyses and strategic initiatives to address climate-related risks and opportunities, such as the sustainable loans stock-take results and the financed emissions measurement.

At the Operational level, the ESG Working Group is responsible for implementing key initiatives, led by the Group ESG Coordinator, who also provides direction to Subsidiaries and other Units. The Bank's Governance and Sustainability Business Area drives the ESG agenda and ensures internal adoption of best practice across the Group.

The Climate, ESG and Enterprise Risk Management coordinates closely with the Governance and Sustainability Business Area on ESG and climate-related issues as well as with the Supervisory Issues Management Business Area on risk-related input to supervisory processes/submissions. Among others, the Climate, ESG and Enterprise Risk Management Business Area provides expert guidance for ESG integration in the Risk Management Framework, supports consistency and adequacy of risk input across risk types, reviews questionnaires in the borrower assessment process, designs assessment methodologies (e.g. for physical climate risk) and is responsible for the risk-related aspects of strategy-setting and business planning.

The Company's organization and operation adhere to best banking and business practices, guided by the principles of integrity, honesty, impartiality and independence, confidentiality and discretion, outlined in the Company's Code of Conduct and Ethics and in the principles of Corporate Governance, please refer to the policies section of 'G1-1 for more policies pertaining the business conduct and corporate culture.' Special emphasis is placed on the identification, measurement and management of risks undertaken, compliance with the prevailing legal and regulatory framework, and on ensuring transparency through the provision of complete, accurate, and truthful information to the Company's Stakeholders.

Sustainability Statement preparation

The Sustainability Statement which is included in the Annual Report 2024 has been prepared in accordance with the Corporate Sustainability Reporting Directive and the respective Greek Law 5164/2024. In addition, for its compilation, reporting data stemming from other legislative requirements have been utilised, including the Regulation (EU) 2020/852 (the Taxonomy Regulation); Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firm ("CRR"), specifically information relating to Pillar III reporting requirements; Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulations (EC) No 401/2009 and (EU) 2018/1999, as transposed in the Greek National Climate Law (Law 4936/2022). Furthermore, the widely accepted sustainability reporting standards part of the Global Reporting Initiative (GRI 2021) and the Sustainability Accounting Standards Board (SASB) have been leveraged (*please refer to the Section 'Sustainability reporting resulting from other legislation and standards' within the Sustainability Statement of the Annual Report 2024*).

Future Outlook

The Company's governance structure is designed to remain adaptive to emerging regulatory standards and best practices in ESG integration. Looking ahead, the Company aims to scale up its Sustainable Finance Strategy and deepen its integration within its business and operating model. It will continue to innovate and invest in sustainable products and services, strengthen stakeholder engagement, and provide transparent reporting on its sustainability initiatives and progress.

F. BOARD OF DIRECTORS AND COMMITTEES

F.1

Board of Directors

The Board of Directors (the “Board”) is responsible for the management of our Company’s affairs and its representation vis-à-vis third parties. It bears the ultimate responsibility for our Company and ensure effective and prudent management. Here is a breakdown of some key responsibilities:

- a. It has the overall responsibility for the Company and approves and oversees the implementation of the Company’s strategic objectives, risk strategy, ESG strategy, and internal governance.
- b. It ensure the integrity of our accounting and financial reporting systems, including financial and operational controls and compliance with the law and relevant standards.
- c. It oversees the process of disclosure and communications.
- d. It is responsible for providing effective oversight of the Senior Management.

The Board consists of no fewer than nine and no more than fifteen Members, with odd numbers being the norm. An even number of Members can be accepted temporarily for a justified reason. The Board includes Executive and Non-Executive Members, in accordance with the provisions of the applicable legislation. It should be noted that a legal entity may also participate in the Board as a Member, pursuant to article 77 par. 4 of Law 4548/2018. Additionally, Independent Non-Executive Members make up not less than 50% of the total number of Members.

The tenure of the Members of the Board is quadrennial. This tenure may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting and until the respective resolution has been adopted.

Our Board of Directors meets whenever required to properly discharge its responsibilities. At the beginning of each calendar year, we adopt a calendar and a work plan, which may be reviewed and adjusted as needed throughout the year.

Meetings are convened either by the Chair of the Board of Directors or at the request of at least two Members. We also accommodate meetings via videoconference or teleconference, providing, in such cases, the necessary information and instructions for participation.

A quorum is achieved when at least half of the Members plus one are present or represented. There must always be a minimum of six Members present, whether physically, by videoconference, or teleconference. For meetings concerning the drafting of Financial Statements or requiring decisions by the General Meeting with special quorum and majority as per Law 4548/2018, at least two Independent Non-Executive Members must be present. Should an Independent Member be absent without justification from two consecutive meetings, they are considered to have resigned, and the Board will proceed with their replacement.

Resolutions are passed by an absolute majority of the Members present or duly represented, unless otherwise specified by our Articles of Incorporation or the law. If no unanimous decision is reached, the minority views are recorded in the Minutes.

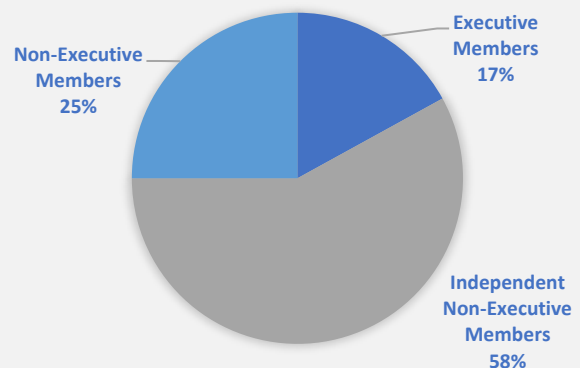
Lastly, the specific duties, responsibilities, principles, and the framework for the proper operation of the Board of Directors are outlined in our Charter, which is available on the Company's website.

Board of Directors

(<https://www.alphaholdings.gr/en/Holdings/esg-and-sustainability/advocating-sound-governance-practices/management/board-of-directors>).



Board of Directors Composition 2024



(Based on the composition of the Board of Directors on 31.12.2024)

During 2024, the following changes took place with regard to the composition of the Board of Directors and its Committees:

During the Audit Committee meeting held on July 24, 2024, Mr. P.I.-K. Papazoglou, an Independent Non-Executive Member, was appointed as Chair of the Audit Committee. He replaced Ms. C.G. Dittmeier, who continued to serve as a Member of the Committee until September 30, 2024.

On September 26, 2024, Ms. C.G. Dittmeier, an Independent Non-Executive Member of the Board of Directors, notified the Board of her resignation effective September 30, 2024. Consequently, the Board of Directors resolved to fill the vacated position and initiated the search for a new Member.

Furthermore, during the Board of Directors meeting on December 31, 2024, following a resolution dated December 12, 2024, Mr. D.C. Tsitsiragos, Independent Non-Executive Member of the Board, was appointed as the new Chair of the Board of Directors, effective January 1, 2025, replacing Mr. V.T. Rapanos, following the respective recommendation by the Corporate Governance, Sustainability, and Nominations Committee. It is noted that the fit and proper assessment process for this appointment has been completed successfully with the Single Supervisory Mechanism (SSM) of the European Central Bank (ECB).

Additionally, the Board has commenced the process of identifying suitable candidates for the appointment of a new Board Member in replacement of Mr. V.T. Rapanos.

The Corporate Secretariat and Governance Policies Business Area supports the functionality of the Board of Directors, its Committees, and its Members. This includes coordinating communications among the Members of the Board, the Management, and the Subsidiaries to ensure the effective flow of information to and from the Board.

The CVs of the Members of the Board of Directors are presented below and are also available on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/board-of-directors>).

Board of Directors



Dimitris C. Tsitsiragos

Independent Non-Executive Member

Chair of the Board of Directors since 1.1.2025

CVs of the Members of the Board of Directors

Nationality: Greek

Born in Athens, Greece, in 1963.

Membership of Board Committees: Member of the Remuneration Committee as of 27.2.2025

Experience: He worked for 28 years at the International Finance Corporation (IFC) – World Bank Group. He held progressive positions in the Oil, Gas and Mining and in the Central and Eastern Europe Departments, including the positions of Manager, Oil and Gas and Manager, Manufacturing and Services, based in

Washington, D.C., USA (1989-2002). Furthermore, he held director positions for South Asia (New Delhi, India), Global Manufacturing and Services (Washington, D.C.) and Middle East, North Africa (Cairo, Egypt) and Southern Europe, overseeing IFC's global and regional investment operations (2002-2011). In 2011, he was promoted to Vice President, EMENA region (Istanbul, Turkey) and in 2014 he was appointed Vice President Investments/Operations (Istanbul/Washington). He served as a Senior Advisor, Emerging Markets at Pacific Investment Management Company (PIMCO) in London, UK (2018-2022). He previously served as a non-executive independent Board Member at the Infrastructure Development Finance Company (IDFC), India and at the Commercial Bank of Ceylon (CBC), Sri Lanka. He has been a Member of the Board of Directors since July 2020.

Other positions of note: He is a member of the Board of Directors of Titan Cement International.

Education: BA in Economics, Rutgers University, USA, MBA, George Washington University, USA, World Bank Group Executive Development Program, Harvard Business School, USA.



Vasileios T. Rapanos

Non-Executive Member

Chair of the Board of Directors from May 2014 to 31.12.2024

Nationality: Greek
Born in Kos, Greece, in 1947.

Experience: He was Deputy Governor and Governor of the Mortgage Bank (1995-1998), Chairman of the Board of Directors of the Hellenic Telecommunications Organization (1998-2000), Chairman of the Council of Economic Advisors at the Ministry of Economy and Finance (2000-2004), member of the Board of Directors of the Public Debt Management Agency (PDMA) (2000-2004) as well as Chairman of the Board of Directors of the National Bank of Greece and of the Hellenic Bank Association (2009-2012). In October 2021 he was re-elected as Chair of the Board of Directors of the Hellenic Bank Association, a position he retained until November 2023.

Other positions of note: He is Professor Emeritus at the Faculty of Economics of the University of Athens and has been an Ordinary Member of the Academy of Athens since 2016. Moreover, he is currently a member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE), a member of the Board of Directors of the Biomedical Research Foundation Academy of Athens (BRFAA) and Chair of the Board of Directors of the Alpha Bank Cultural Foundation.

Education: B.A., Athens School of Economics and Business (1975), Master's in Economics, Lakehead University, Canada (1977), PhD, Queen's University, Canada.



CEO

Vassilios E. Psaltis

Executive Member

Member of the Board of Directors since November 2018 and Chief Executive Officer since January 2019

Nationality: Greek

Born in Athens, Greece, in 1968.

Experience and contribution:

Vassilios E. Psaltis is the CEO and an Executive Member of the Board of Directors of Alpha Services and Holdings and Alpha Bank. In his capacity as a Board Member since November 2018, and CEO since January 2019, he actively contributes to implementing Alpha Bank's strategic plan. In 2023 he promoted a multilevel milestone deal with UniCredit. This strategic partnership has unlocked the profitability potential of Alpha Bank's international business, while creating upside potential for the rest of the Group. With over 25 years of experience in the banking industry, he has been appointed to key positions at Alpha Bank since 2007. Through these posts he has significantly reinforced the position of Alpha Bank. He spearheaded capital raisings from foreign institutional shareholders, diversifying the Bank's shareholder base, as well as significant mergers and acquisitions that contributed to the consolidation of the Greek banking system.

On top of his duties at Alpha Bank, he has also been serving as a Member of the Board of Directors and the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021 and as a Member of the Board of Directors of the Hellenic Bank Association (HBA) since October 2021. In 2019 he was appointed member of the Institut International d' Études Bancaires (IIEB).

He holds a PhD and MA in Business and Banking from the University of St.Gallen, Switzerland.

Current and past appointments:

- CEO, Alpha Bank (2019 - today)
- General Manager, Alpha Bank (2012-2018)
- Group Chief Financial Officer (CFO), Alpha Bank (2010-2018)
- Senior Manager, Corporate Planning and Controlling, Alpha Bank (2007-2010)
- Deputy (acting) Chief Financial Officer, Emporiki Bank (2002-2006)
- Senior management positions, ABN AMRO Bank's Financial Institutions Group, London (1999-2001)



Lazaros A. Papagaryfallou
Executive Member
Deputy CEO (since 23.7.2024)

Member of the Board of Directors since 27.2.2025

Nationality: Greek

Born in Athens, Greece, in 1971.

Experience: He started his career in Citibank and ABN AMRO, and he joined Alpha Bank in 1998, having served as Manager of the Corporate Development, International Network and Strategic Planning Divisions. On 1.7.2013 he was appointed Executive General Manager of the Bank and has contributed to the implementation of the Group's Restructuring Plan, the capital strengthening of the Bank, the design and closing of mergers, acquisitions and portfolio transactions. During his career he served as Chairman and Member in the Boards of Directors of various Group Companies, both in Greece and abroad, in the banking, insurance, financial services, industry and real estate sectors.

Other positions of note: On 2.1.2019 he was appointed Chief Financial Officer (CFO) for the Group. On 23.7.2024 he was appointed Deputy CEO.

Education: Business Administration at the Athens University of Economics and Business and holds an MBA in Finance from the University of Wales, Cardiff Business School.



Spyros N. Filaretos
Executive Member

Member of the Board of Directors from 2005 until 27.2.2025

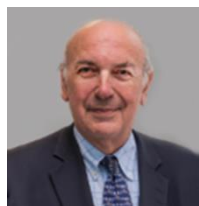
Nationality: Greek

Born in Athens, Greece, in 1958.

Experience: In 1985, he joined Alpha Bank, where he held key positions at different branches and Divisions (Organization, Human Resources and Treasury Management). He was appointed Executive General Manager in 1997 and General Manager in 2005. From October 2009 to November 2020, he served as Chief Operating Officer (COO). In December 2020, he was appointed Chief of Growth and Innovation.

Other positions of note: He is Member of the Executive Committee. He is a Member of the Boards of Directors of Alpha Bank London Ltd and the Alpha Bank Cultural Foundation as well as Chair of the Board of Directors of Efstathia J. Costopoulos Foundation. Moreover, he is a Member of the Executive Committee.

Education: BA in Economics, University of Manchester and MPhil in Development Economics and International Development, University of Sussex.



Efthimios O. Vidalis
Non-Executive Member

Member of the Board of Directors from May 2014 until 27.2.2025

Membership of Board Committees: Member of the Remuneration Committee and of the Corporate Governance, Sustainability and Nominations Committee

Nationality: Greek
Born in Washington, USA, in 1954.

Experience: He held several leadership positions for almost 20 years at Owens Corning, where he served as President of the Global Composites and Insulation Business Units. He joined S&B Industrial Minerals S.A. in 1998 as Chief Operating Officer (1998-2001), became the first non-family Chief Executive Officer (2001-2011) and served on the Board of Directors for 15 years. He was a member of the Board of Directors of Future Pipe Industries (Dubai, U.A.E.) from 2008 to 2019 and of Fairfield-Maxwell Ltd (USA) from 2018 to 2023. He was Chairman of the Board of Directors of the Greek Mining Enterprises Association (2005-2009) and member of the Board of Directors of the Hellenic Federation of Enterprises (SEV) from 2006 to 2016, where he served as Vice Chairman (2010-2014) and as Secretary General (2014-2016). He is the founder of the SEV Business Council for Sustainable Development and was the Chairman thereof from 2008 to 2016. Furthermore, he was President of the Executive Committee of SEV from 2020 to 2024.

Other positions of note: He is a non-executive member of the Board of Directors of Titan Cement Company S.A. and an independent non-executive member of Eurolife FFH Insurance Group Holdings S.A.

Education: BA in Government, Harvard University, MBA, Harvard Graduate School of Business Administration, USA



Annalisa Areni
Non-Executive Member

Member of the Board of Directors since 27.2.2025

Nationality: Italian
Born in 1967.

Experience: She has more than 30 years of experience in the banking and financial sector. Starting from 1994, she held progressive positions at Credito Italiano SpA, including the role of Head of Personal Banking Segment in Lombardy Region (January 2000- September 2002). Since September 2002, she has been working at UniCredit SpA, where she has held various management positions, including the positions of Market Manager – Milano Cordusio (September 2002 – September 2008), Regional Co-Director – East Lombardy (September 2008 – October 2010), Head of Customer Satisfaction – Lombardy Region (November 2010 – December 2012), Area Manager – East Milan (January 2013 – December 2015), Area Manager – Brescia and Province (January 2016 – December 2016), Head of Retail – Lombardy Region (December 2016

– June 2019) and Regional Manager of Southern Italy (June 2019 – September 2022)]. Furthermore, she was a member of the Board of Directors of CNP Vita SpA (until June 2024).

Other positions of note: Since September 2022, she has been serving as Head of Client Strategies (Italy) at UniCredit SpA and she has been a member of the National Council of ABI.

Education: Degree in Business and Economics and a master's degree in Banking and Financial Communication from Università Cattolica del Sacro Cuore (Milan). Additionally, she attended the Business Leaders for Transform and Lead Change Programme at IMD Business School – International Institute for Management Development (Lausanne).



Elli M. Andriopoulou

Independent Non-Executive Member

Member of the Board of Directors since January 2022

Membership of Board Committees: Member of the Audit Committee and of the Corporate Governance, Sustainability and Nominations Committee

Nationality: Greek

Born in Athens, Greece, in 1975.

Experience: She commenced her career at Citibank NA (Athens, Greece) (1996-1999) and then worked as a consultant (2000-2003) at Mercer Management Consulting (currently Oliver Wyman), (USA). Afterwards, she re-joined Citibank International Plc (Athens, Greece) (2004-2012), where she held various positions, including those of Sales Development Manager, Branch Expansion Project Manager, Strategy and Development Manager, Customer Interaction Unit Head, Customer Advocacy and Segment Management Head as well as Marketing Director. Subsequently, she served as Co-Chief Operating Officer (2013) at the Stavros Niarchos Foundation, as Chief Operating Officer (2014-2015) of the Stavros Niarchos Foundation Cultural Center (SNFCC) and as SNFCC Grant Manager (2016-2020).

Other positions of note: Since 2020, she has been Chairwoman and Managing Director of the SNFCC.

Education: BA in Psychology, American College of Greece (Deree College), MBA, Kellogg School of Management, Northwestern University, USA



Aspasia F. Palimeri

Independent Non-Executive Member

Member of the Board of Directors since July 2022

Membership of Board Committees: Chair of the Remuneration Committee as of 27.2.2025 and Member of the Risk Management Committee

Nationality: Greek

Born in Athens, Greece, in 1973.

Experience: She commenced her career at Citibank NA (Athens, Greece) (1995-1996) and Eurobank Cards S.A. (Athens, Greece) (1996-1998). After acquiring her MBA, she joined McKinsey & Company (Athens, Greece), where she worked as an Associate Consultant (2000-2001) and as a Junior Engagement Manager (2001-2002), supporting strategic projects for leading Greek banks and corporates. Subsequently, she re-joined Eurobank Cards S.A. as the Group Product Manager for Loans (2002-2005) and as the company's Marketing Manager (2005-2010). She also served as the Cards Business Manager at Marfin Egnatia Bank (Athens, Greece) (2010-2013) and as the Deposit and Investment Products Senior Director at Piraeus Bank (Athens, Greece) (2013-2016). From 2016 to May 2022, she was the Country Manager for Greece, Cyprus and Malta at Mastercard, being responsible for the market share growth and the strategic development of these markets.

Other positions of note: Since 2021, she has been a member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE).

Education: BA in Accounting and Finance, American College of Greece (Deree College) (1995), MBA in Finance and Marketing, Columbia Business School, New York, USA (2000)



Panagiotis I.-K. Papazoglou

Independent Non-Executive Member

Member of the Board of Directors since July 2023

Membership of Board Committees: Chair of the Audit Committee and Member of the Remuneration Committee

Nationality: Greek

Born in Athens, Greece, in 1959.

Experience: He commenced his career in 1988 at Ernst & Whinney (which was renamed Ernst & Young in 1991), where he was a Partner from 2000 to 2022. He acted as the Engagement (signing) Partner in a number of large Group audits, and the audit of a number of large shipping groups, preparing them for listing on the US and the UK stock markets (2000-2005). He served as Country Managing Partner, Head of Assurance at EY Bulgaria, Sofia (2005-2007) and as Head of Assurance at EY Romania, Bucharest (2008-2010), where he led a number of major assurance and advisory audit projects for international clients. Furthermore, he served as Managing Partner of EY (Ernst & Young) Greece and Southeastern Europe (Greece, Romania, Bulgaria, Cyprus, Albania, Malta, Kosovo, FYROM, Moldova) from June 2010 to December 31, 2022 and from January 2015 to December 2021, he was the Accounts Leader for Central, Eastern and Southeastern Europe and Central Asia. He was a Senior Advisor to EY Greece, retiring from EY on June 22, 2023. He was a Certified Auditor in Greece and in Romania. He was a member of the Supervisory Council of the Institute of Certified Public Accountants of Greece and a member of the Board of Directors of the American-Hellenic Chamber of Commerce.

Other positions of note: He is a member of the Executive Committee of the Foundation for Economic and Industrial Research (IOBE) as well as Vice-Chair of the Citizens' Movement for an Open Society. He is also an Independent Non-Executive Member of the Audit Committee (not a Board of Directors Member) of the Helleniq Energy.

Education: BSc in Economics and MA in Economic Theory and Policy, Athens University of Economics and Business, Greece, MBA in Finance and Management, University of Aston, Birmingham, UK, EY Journey to the Boardroom program, Harvard Business Publishing (2022).



Jean L. Cheval

Independent Non-Executive Member

Member of the Board of Directors since June 2018

Membership of Board Committees: Chair of the Risk Management Committee and Member of the Audit Committee

Nationality: French

Born in Vannes, France, in 1949.

Experience: After starting his career at BIPE (Bureau d'Information et de Prévisions Économiques), he served in the French public sector (1978-1983) and then worked at Banque Indosuez-Crédit Agricole (1983-2001), wherein he held various senior management positions, including the positions of Chief Economist, Head of Corporate Planning and Head of Asset-based Finance and subsequently he became General Manager. He served as Chairman and CEO of the Banque Audi France (2002-2005) as well as Chairman of the Banque Audi Suisse (2002-2004). Furthermore, he served as Head of France at the Bank of Scotland (2005-2009). Between 2009 and 2017, he worked at Natixis in various senior management positions, such as Head of the Structured Asset Finance Department and Head of Finance and Risk, second "Dirigeant effectif" of the company alongside the CEO (2012-2017). As of 2017 and until April 2022, he served as Senior Advisor of Natixis' CEO, while chairing the Credit Risk Committee and supervising the main restructuring operations (impaired assets).

Other positions of note: He is currently a member of the Board of Directors and a member of the Audit and Risk Committee of EFG-Hermes, Egypt, a member of the Board of Directors of Natixis Algérie and Chairman of the Natixis Foundation for Research and Innovation.

Education: Engineering, École Centrale des Arts et Manufactures, DES (Diplôme d'Études Spécialisées) in Economics (1974), University of Paris I, France, DEA (Diplôme d'Études Approfondies) in Statistics and in Applied Mathematics, University of Paris VI, France



Carolyn G. Dittmeier

Independent Non-Executive Member

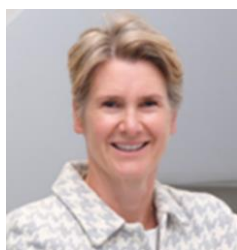
Member of the Board of Directors from January 2017 to September 2024

Nationality: Italian and American
Born in Salem, Massachusetts, USA, in 1956.

Experience: She commenced her career in the US at the auditing and consulting firm Peat Marwick & Mitchell (now KPMG), where she reached the position of Audit Manager. Subsequently, following her transfer to Italy, she assumed managerial responsibilities in the Montedison Group as Financial Controller and later as Head of Internal Audit. In 1999, as associate partner, she successfully, launched the practice of corporate governance services in KPMG Italy. Subsequently, she took on the role of Chief Internal Audit Executive of the Poste Italiane Group (2002-2014). She has carried out various professional and academic activities focusing on risk and control governance and has written two books. She was Vice Chair (2013-2014) and Director of the Institute of Internal Auditors (2007-2014), Chair of the European Confederation of Institutes of Internal Auditing (2011-2012) and Chair of the Italian Association of Internal Auditors (2004-2010). Commencing in 2012, she assumed roles in boards of directors, serving as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA (2012-2017) as well as of Italmobiliare SpA (2014-2017). She was also Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA (2014 - April 2023).

Other positions of note: She is currently a member of the Boards and/or the Audit Committees of some non-financial companies (Moncler, Illycaffè) and since May 2023 she is independent non-executive member of the Board of Directors, Chair of the Nomination Committee as well as member of the Control and Risk Committee of ENI SpA, an energy company.

Education: BSc in Economics, Wharton School, University of Pennsylvania, USA. She is a Statutory Auditor, a Certified Public Accountant (CPA), a Certified Internal Auditor (CIA) and a Certified Risk Management Assurance (CRMA) professional, focusing on the audit and risk management sectors.



Elanor R. Hardwick
Independent Non-Executive Member

Member of the Board of Directors since July 2020

Membership of Board Committees: Chair of the Corporate Governance, Sustainability and Nominations Committee and Member of the Risk Management Committee

Nationality: British
Born in the UK, in 1973.

Experience: She commenced her career in 1995 at the UK Government's Department of Trade and Industry, focusing on the Communications and Information Industries policy, and subsequently held roles as a strategy consultant with Booz Allen Hamilton's Tech, Media and Telco practice and with the Institutional Equity Division of Morgan Stanley. Since 2005, she has held various roles, including Global Head of Professional Publishing and Global Head of Strategy, Investment Advisory at Thomson Reuters (now London Stock Exchange Group). Afterwards, she joined the team founding FinTech startup Credit Benchmark, becoming its CEO (2012-2016). Then, she served as Head of Innovation at Deutsche Bank (2016-2018) and as Chief Digital Officer at UBS (2019-2020). She served as a non-executive member of the

Board of Directors of Itiviti Group AB (July 2020 - May 2021) and as a member of the Supervisory Council of Luminor Group (April 2022 - October 2023).

Other positions of note: Since 2018 she has served as a non-executive member of the Board of Directors of specialty (re)insurer Axis Capital, also a member of the Human Capital and Compensation Committee as well as Chair of the Corporate Governance, Nominating and Social Responsibility Committee. Since 2024 she has served as an independent non-executive member of the Board of Directors of Euroclear SA/NV, is a member of the Audit and Risk Committees, and since January 2025 chairs the newly-formed Technology Committee. Ms. Hardwick is also an external member of the Audit Committee of the University of Cambridge as of January 2021.

Education: MA (Cantab), University of Cambridge, UK, MBA, Harvard Business School, USA



Diony C. Lebot

Independent Non-Executive Member

Member of the Board of Directors since July 2023

Membership of Board Committees: Member of the Risk Management Committee and Member of the Corporate Governance, Sustainability and Nominations Committee, NPL Expert

Nationality: French and Greek
Born in Beyrouth, Lebanon, in 1962.

Experience: In 1986 she joined Société Générale, where she has held various senior management positions such as Vice President and Director in Asset based and Project Finance (1987-1997), Head of Big Ticket leasing and Asset based Finance (1997-1998), Deputy Global Head of SG Financial Engineering (1998-2001) as well as Global Head of Asset Finance (2001-2004). She was Head of Coverage Europe (Large corporate and Institutional Clients of SGCIB) (2004-2007), before serving as CEO of SG Americas (US, Canada, Latin America), CEO of SG American Securities (2007-2012) as well as Deputy Global Head of Coverage and Investment Banking and CEO of SG Corporate and Investment Banking for Western Europe (2012-2015). Subsequently, she was the Deputy Group Chief Risk Officer (2015-2016) and the Group Chief Risk Officer (2016-2018). Since 2018 and until the 23.5.2023 she has been the Deputy Group Chief Executive Officer at Société Générale. Since 24.5.2023 until 31.3.2024 she was senior advisor to the CEO of Société Générale. Furthermore, she has held main Board positions over the last 10 years in Franfinance, Société Générale Bank and Trust (SGBT), Société Générale Factoring (previously CGA) and TCW (Asset Management company based in LA – California), Chair of the Board of Directors of Sogecap and of Ayvens (former ALD Automotive).

Other positions of note: She is a Non-Executive Member of the Board of Directors of Ayvens (former ALD Automotive) and a Non-Executive Member of the Board of Directors and Chair of the Audit Committee of EQT AB.

Education: MA in Management, Pantheon-Sorbonne University, France, MSc in Finance and Taxation, University of Paris, France.



Johannes Herman Frederik G. Umbgrove

Non-Executive Member

Member of the Board of Directors since April 2018

Membership of Board Committees: Member of the Audit Committee, of the Remuneration Committee, of the Corporate Governance, Sustainability and Nominations Committee. Member of the Risk Management Committee until 6.3.2024

Nationality: Dutch

Born in Vught, the Netherlands, in 1961.

Experience:

He worked at ABN AMRO Bank N.V. (1986-2008), wherein he held various senior management positions throughout his career. He served as Chief Credit Officer Central and Eastern Europe, Middle East and Africa (CEEMEA) of the Global Markets Division at The Royal Bank of Scotland Group (2008-2010) and as Chief Risk Officer and member of the Management Board at Amsterdam Trade Bank N.V. (2010-2013). From 2011 until 2013 he was Group Risk Officer at Alfa Bank Group Holding. He was Risk Advisor at Sparrenwoude B.V.

Other positions of note: He has been an independent member of the Supervisory Board of DHB Bank N.V. [former Demir-Halk Bank (Nederland) N.V.] since 2016 and in 2018 he became the Chairman of the Supervisory Board thereof. He is currently the Chair of the Supervisory Board, Chair of the Nomination and Remuneration Committee as well as a member of the Risk and Audit Committee, and of the Related Party Transactions Committee of DHB Bank N.V. Furthermore, since December 2019 he has been an independent member of the Supervisory Board and as of 1.1.2022 he has been the Chairman of the Risk Committee and the Audit Committee of Lloyds Bank GmbH. Additionally, he is a director of the Parel van Baarn Foundation and a member of the Management Committee of the Aston Martin Owners Club Ltd.

Education: LL.M. in Trade Law (1985), Leiden University, MBA, INSEAD (The Business School for the World), Fontainebleau (1991), IN-BOARD Non-Executive Directors Program, INSEAD.



Eirini E. Tzanakaki

Secretary of the Board of Directors since December 2021
Corporate Secretariat and Governance Policies Director

Nationality: Greek

Born in Chania, Greece, in 1971.

Experience: From 1997 to 1999, she worked as a Senior Credit Officer at the Corporate Banking Division of Geniki Bank. Since 1999 she has been working for the Alpha Bank Group, initially as an Investment Banker

**CVs of the Members
of the Board of
Directors**

in Alpha Finance and from 2006 until 2020 as an Associate Director of the Corporate Finance Division of Alpha Bank. She joined the Secretariat of the Board of Directors (now Corporate Secretariat and Governance Policies Business Area) in May 2020 as an Assistant Manager of the Division. In August 2022, she was appointed Head of Corporate Secretariat and Governance Policies (as of 1.1.2024 Corporate Secretariat and Governance Policies Director). In December 2021, she was appointed Secretary of the Board of Directors.

She has more than 20 years of professional experience in the investment banking industry in Greece, having participated in a large number of international and domestic capital market transactions as well as privatizations, Mergers and Acquisitions, tender offers and corporate restructurings.

Education: BSc in Mathematics, University of Crete, MBA, Cyprus International Institute of Management, MSc in Finance and Banking, Athens University of Economics and Business

3. PROFESSIONAL COMMITMENTS OF THE MEMBERS OF THE BOARD OF DIRECTORS

Professional commitments of the Members of the Board of Directors	
<i>(Based on the composition of the BoD on 31.12.2024)</i>	
Position	Principal outside activities
Chair (Non-Executive Member)	
Vasileios T. Rapanos	Member of the BoD of the Foundation for Economic and Industrial Research (IOBE)
	Member of the BoD of the Biomedical Research Foundation Academy of Athens (BRFAA)
	Chair of the BoD of the Alpha Bank Cultural Foundation
Executive Members	
Vassilios E. Psaltis CEO	Member of the Institut International d' Études Bancaires (IIEB)
	Member of the BoD and of the Executive Committee of the Hellenic Federation of Enterprises (SEV)
	Member of the BoD of the Hellenic Bank Association
Spyros N. Filaretos Chief of Growth and Innovation	Member of the BoD of Alpha Bank London Ltd
	Chair of the BoD of the Efstathia J. Costopoulos Foundation
	Member of the BoD of the Alpha Bank Cultural Foundation
Non-Executive Members	
Efthimios O. Vidalis	Member of the BoD of Titan Cement Company S.A.
	Member of the BoD of Eurolife FFH Insurance Group Holdings S.A.
	Member of the Board of Directors of SEV - Stegi Ellinikis Viomihantias

Johannes Herman Frederik G. Umbgrove	Member of the Supervisory Board and Chair of the Risk Committee and the Audit Committee of Lloyds Bank GmbH
	Chair of the Supervisory Board and of the Nomination and Remuneration Committee, Member of the Risk and Audit Committee and of the Related Party Transactions Committee of DHB Bank N.V. [former Demir-Halk Bank (Nederland) N.V.]
	Director of the Parel van Baarn Foundation
	Member of the Management Committee of the Aston Martin Owners Club Ltd
Independent Non-Executive Members	
Elli M. Andriopoulou	Chair and Managing Director of the Stavros Niarchos Foundation Cultural Center (SNFCC)
Aspasia F. Palimeri	Member of the BoD of the Foundation for Economic and Industrial Research (IOBE)
Panagiotis I.-K. Papazoglou	Member of the Audit Committee (not BoD Member) of the Helleniq Energy
	Member of the Executive Committee of the Foundation for Economic and Industrial Research (IOBE)
	Vice-Chair of the Citizens' Movement for an Open Society
Dimitris C. Tsitsiragos	Member of the BoD of Titan Cement International
Jean L. Cheval	Member of the BoD and member of the Audit and Risk Committee of EFG-Hermès
	Member of the BoD of Natixis Algérie
	Chairman of the Natixis Foundation for Research and Innovation
Elanor R. Hardwick	Member of the BoD of specialty (re)insurer Axis Capital, Member of the Human Capital and Compensation Committee as well as Chair of the Corporate Governance, Nominating and Social Responsibility Committee
	Member of the BoD of Euroclear SA/NV and Member of the Audit & Compliance Committee and Risk Committee
	External member of the Audit Committee of the University of Cambridge
Diony C. Lebot	Member of the BoD of Ayvens (former ALD Automotive)
	Member of the BoD and Chair of the Audit Committee of EQT AB

4. PROFILE OF THE BOARD OF DIRECTORS AND COMMITTEE MEMBERSHIP FOR THE YEAR 2024 AND SHARES OWNED ON 31.12.2024

Board of Directors	Gender	Age	Tenure (in years)	Term ends	Shares owned 31.12.2024		Committees			
					Number of shares	% of the share capital	Audit	Risk Management	Remuneration	Corporate Governance, Sustainability and Nominations
Chair (Non-Executive Member)										
Vasileios T. Rapanos	M	77	10	2026	0	0	-	-	-	-
Executive Members										
Vassilios E. Psaltis	CEO	M	56	6	2026	542,424	0.023	-	-	-
Spyros N. Filaretos	Chief of Growth and Innovation	M	66	19	2026	377,012	0.016	-	-	-
Non-Executive Members										
Efthimios O. Vidalis	M	70	10	2026	0	0	-	-	M	M
Johannes Herman Frederik G. Umbgrove	M	63	6	2026	0	0	M	M <i>(until 6.3.2024)</i>	M	M
Independent Non-Executive Members										
Elli M. Andriopoulou	F	49	2	2026	0	0	M	-	-	M
Aspasia F. Palimeri	F	51	2	2026	0	0	-	M	M	-
Panagiotis I.-K. Papazoglou	M	65	1	2026	24,050	0.001	C <i>(as of 24.7.2024)</i> M <i>(until 24.7.2024)</i>	-	M	-
Dimitris C. Tsitsiragos	M	61	4	2026	0	0	-	M <i>(until 31.12.2024)</i>	C	-
Jean L. Cheval	M	75	6	2026	0	0	M	C	-	-
Carolyn G. Dittmeier (until 30.9.2024)	F	69	7	2026	-	-	M <i>(as of 24.7.2024 until 30.9.2024)</i> C	-	-	M <i>In charge of overseeing ESG issues (until 30.9.2024)</i>

							(until 24.7.2024)			
Elanor R. Hardwick	F	51	4	2026	0	0	-	M	-	C
Diony C. Lebot	F	62	1	2026	0	0	-	M NPL Expert	-	M
C: Chair M: Member -: The Member does not participate in this Committee										

F.5

BOARD AND COMMITTEES ATTENDANCE

During 2024, the Board convened 20 times, with an average participation rate of 99.6%. This high level of engagement demonstrates the dedication and commitment of our Members.

Additionally, we held four offsite meetings in 2024, with an attendance rate of 100%. The Non-Executive Members of the Board also convened seven times during the year, significantly exceeding the minimum requirement. This proactive approach has greatly contributed to our governance.

It is worth noting that all four Committees of the Board of Directors are chaired by Independent Non-Executive Members, with the majority of their Members also being Independent Non-Executive Members. Their leadership and support have been instrumental in assisting the Chair in fulfilling their duties and responsibilities.

The Corporate Governance, Sustainability, and Nominations Committee (CGSNC) observed that there were no Member absences from Board meetings without a valid reason. Those Members who were unable to attend had informed the Company in advance of the relevant reasons. For your reference, the table of attendance rates for the Members of the Board of Directors is posted on the Company's website. (<https://www.alphaholdings.gr/en/corporate-governance/administrative-structure/board-of-directors>).

6. 2024 BOARD MEMBERS' INDIVIDUAL ATTENDANCE RATES AT MEETINGS

	Board of Directors	Audit Committee	Risk Management Committee	Remuneration Committee	Corporate Governance, Sustainability and Nominations Committee
Number of meetings	20	13	14	11	14
Chair (Non-Executive Member)					
Vasileios T. Rapanos	100% (20/20)	-	-	-	-
Executive Members					
Vassilios E. Psaltis CEO	100% (20/20)	-	-	-	-

Spyros N. Filaretos Chief of Growth and Innovation	100% (20/20)	-	-	-	-
Non-Executive Members					
Efthimios O. Vidalis	95% (19/20)		-	73% (8/11)	93% (13/14)
Johannes Herman Frederik G. Umbgrove	100% (20/20)	100% (13/13)	100% (2/2) <i>(until 6.3.2024)</i>	100% (11/11)	100% (14/14)
Independent Non-Executive Members					
Elli M. Andriopoulou	100% (20/20)	100% (13/13)	-	-	100% (14/14)
Aspasia F. Palimeri	100% (20/20)	-	100% (14/14)	100% (11/11)	-
Panagiotis I.-K. Papazoglou	100% (20/20)	100% (13/13) C <i>(as of 24.7.2024)</i> M <i>(until 24.7.2024)</i>		100% (11/11)	-
Dimitris C. Tsitsiragos	100% (17/17)	-	93% (13/14)	100% (11/11) C	-
Jean L. Cheval	100% (20/20)	100% (13/13)	100% (14/14) C	-	-
Carolyn G. Dittmeier (until 30.9.2024)	100% (16/16)	100% (10/10) C <i>(until 24.7.2024)</i> M <i>(as of 24.7.2024 until 30.9.2024)</i>	-	-	92% (11/12) <i>(until 30.9.2024)</i>
Elanor R. Hardwick	100% (20/20)	-	86% (12/14)	-	100% (14/14) C
Diony C. Lebot	100% (20/20)	-	100% (14/14)	-	100% (14/14)
C: Chair M: Member -: The Member does not participate in this Committee					

SUITABILITY AND NOMINATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS

The Suitability and Nomination Policy for the Members of the Board of Directors is a document of Alpha Services and Holdings S.A. that sets out the principles and the framework for the selection, appointment, re-appointment and replacement of Members of the Board of Directors as well as the criteria to be used in the assessment.

The Policy is supplemented by the “Suitability and Nomination Process for the Members of the Board of Directors”, which provides for the specific process to be followed, mainly by the CGSNC, to which accountability is attributed in this Policy.

The Policy complies with the legislative and regulatory framework in force, including the relevant Joint ESMA/EBA “Guidelines on the assessment of the suitability of members of the management body and key function holders” (hereinafter the “**ESMA/EBA Guidelines**”), the Bank of Greece Executive Committee Act 224/21.12.2023 and the European Central Bank (ECB) Guide to fit and proper assessments as well as with European best practices in corporate governance.

The objectives of the Policy are to:

- Set general principles that provide guidance to the CGSNC and its Chair on selecting, vetting and proposing candidates to the Board of Directors as well as on the replacement and renewal of the Members of the Board of Directors.
- Set criteria, including diversity criteria, for the selection and suitability assessment of the Board of Directors candidates.
- Set criteria for the assessment of the ongoing individual suitability of the Members of the Board of Directors as well as of the collective suitability of the Board of Directors.
- Establish a transparent, effective and time-efficient suitability assessment and nomination process.
- Set out the communication channel with the competent authorities (i.e. Bank of Greece, ECB).
- Set out how the assessment is documented.

The Policy and its implementation are monitored and reviewed annually by the CGSNC, approved by the Board of Directors and submitted for approval to the General Meeting of Shareholders. Any amendments thereto are approved by the Board of Directors and in case they are material they are submitted for approval to the General Meeting of Shareholders. The Policy and every material amendment thereto enters into force from the approval thereof by the General Meeting of Shareholders. Material are the amendments that provide for derogations or significantly change the content of the Suitability and Nomination Policy, in particular as to the applied general principles and criteria.

In preparing, amending or reviewing the Policy, the CGSNC and the Board of Directors shall take into account recommendations or findings of other Board Committees and Functions such as Legal Services,

SUITABILITY AND NOMINATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS

Human Resources and/or Internal Control Functions. Internal Control Functions should provide effective input for the review of the Policy in accordance with their roles. Notably, the Compliance Unit should analyze how the Policy affects the Company's compliance with legislation, regulations, internal policies and procedures, and should report all identified compliance risks and issues of non-compliance to the Board of Directors through the CGSNC.

The CGSNC will propose candidates whom it deems suitable to become Members of the Board of Directors according to the criteria set out in the applicable regulatory framework and in this Policy. Suitability is determined in relation to the Policy's criteria for candidates (fit and proper and general suitability) and current composition needs. For the purposes of this Policy, it is defined as the degree to which an individual is deemed to have good reputation and to have, individually and collectively with the other Directors/Members, adequate knowledge, skills and experience to perform his/her duties with a clear understanding of the Company's culture, values and overall strategy. Suitability also covers the honesty, integrity and independence of mind of each Member and his/her ability to commit sufficient time to perform his/her duties.

Further to the above, where any Members of the Board of Directors do not fulfill the requirements set out, the competent authorities, in the framework of the Single Supervisory Mechanism, shall have the power to remove such Members from the Board of Directors. The CGSNC, within the aforementioned context, shall consider the suitability of the Members of the Board of Directors on a periodic basis, utilizing Board Review assessments and any other pertinent information available.

In order to be considered as a suitable candidate by the Board of Directors and its CGSNC, the prospective nominee must: meet the fit and proper requirements, meet individual and collective suitability requirements, have no systematic conflict of interests with the Company, have no impediments according to the relevant legislation and be able to devote sufficient time to the Board of Directors. All nominees must submit a declaration that they meet the relevant requirements.

The Suitability and Nomination Policy for the Members of the Board of Directors is posted on the Company's website (<https://www.alphaholdings.gr/en/Holdings/esg-and-sustainability/advocating-sound-governance-practices/management/codes-and-policies>).

F.8

POLICY AND PROCESS FOR THE SUCCESSION PLANNING OF NON- EXECUTIVE AND INDEPENDENT NON- EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

The Company considers the high quality of its Non-Executive and Independent Non-Executive Members of the Board of Directors as a fundamental element of its culture and long-term performance, since good succession planning:

- ensures a continuous process to identify suitable candidates who are ready to take over when Members leave the Board on various occasions;
- achieves continuity to deliver strategic plans by aligning the Company's human resources with business planning;
- demonstrates a commitment to recruiting and promoting high-performing Members.

The Policy and Process for the Succession Planning of Non-Executive and Independent Non-Executive Members of the Board of Directors is an internal document that sets out the framework for the succession planning of the aforementioned Members and forms an integral part of the Company's Suitability and

POLICY AND
PROCESS FOR
THE
SUCCESSION
PLANNING OF
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INDEPENDENT
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EXECUTIVE
MEMBERS OF
THE BOARD OF
DIRECTORS

Nomination Policy for the Members of the Board of Directors. It is in line with the Greek and the European regulatory requirements and best practice standards, including, among others, the Basel Committee Corporate Governance Principles for Banks, the ESMA/EBA Guidelines, as in force, the Bank of Greece Executive Committee Act No. 224/21.12.2023 on the assessment of suitability for the taking up of a post as a member of the Board of Directors and as a key function holder and the Hellenic Corporate Governance Code.

The Policy is validated during a succession planning meeting that concludes with the identification of successors, after a thorough discussion and analysis which takes into account “Suitability and Nomination Policy for the Members of the Board of Directors” and the findings of the annual evaluation.

The Policy aims at ensuring each time the smooth and efficient operation of the Board of Directors of the Company.

In particular, the objectives of the Policy are to:

- Ensure the implementation of the Company’s strategy regarding leadership;
- Ensure organizational sustainability through leadership continuity;
- Strengthen the confidence of Investors, Regulators, Employees and other Stakeholders in the Company’s ability to safeguard and promote organizational continuity;
- Establish principles, processes and role clarity to support smooth leadership transitions;
- Mitigate the risks that may arise from disorderly changes in the smooth operation of the Board;
- Ensure diversity and appropriate gender representation within the Board;
- Ensure that the principle of equal opportunities is respected when implementing the succession planning process;
- Provide guidance to the Board and to the CGSNC on the succession planning process of the Company’s Non-Executive and Independent Non-Executive Members in order to ensure their smooth and proper succession based on the Company’s Suitability and Nomination Policy and Process for the Members of the Board of Directors as well as on the respective legal and regulatory framework;
- Identify the competency requirements of key positions and assess potential candidates;
- Identify and nominate suitable candidates to fill vacancies which occur.

Succession planning does not constitute a process of automatic nomination of identified successors when actual vacancies occur. It is, however, a key input to the selection process.

Succession plans may be activated under (a) Medium-term planning for the orderly replacement of current Non-Executive Members and/or Independent Non-Executive Members and (b) Contingency planning for sudden and unforeseen events.

The Chair of the Board of Directors is actively involved in the succession planning, in collaboration with the Corporate Governance, Sustainability and Nominations Committee (the “CGSNC”) and the Human Resources Unit of the Company. The CGSNC may request the assistance of an external specialist consultant, in accordance with the resources available to the Company for this purpose.

EVALUATION OF THE BOARD OF DIRECTORS

With the support of the CGSNC, the Board of Directors annually assesses its effectiveness and that of its Committees.

From time to time and at least once every three years, the Board of Directors may appoint external consultants to facilitate a more in-depth review of its effectiveness.

The collective evaluation of the Members of the Board of Directors and its Committees, for the year 2024, was supported by an external firm expert in board effectiveness. Individual interviews with all Board Members and selected Executives were conducted, focusing on Strategy, Purpose and Role of the Board, Management and Board Succession, Board Culture, Operating Mechanisms and Board Committees.

The Board Self-Evaluation, carried out through an online questionnaire completed by all Board Members and selected Executives, focused on a variety of topics concerning Strategy, Stakeholders, Board Dynamics, Diversity and Inclusion, Board Composition, Operating Mechanisms, Board Succession, Purpose and Sustainability, Talent Management, Relationship with the Executive Team, Digital Readiness, Disrupt and Challenge, as well as Agility. The survey captured dimensions most relevant for high-performing boards, highlighting collective strengths and development areas of the Board.

Alpha Bank's key strengths included a robust and diverse board composition, an open and collegiate board environment, and improved board operations.

The key recommendations were to revisit the balance and alignment between the Executive and Non-Executive Members, reviewing the approach to Alpha Bank's strategy and spending more time on strategic discussions, as well as revisiting board operations to elevate the quality of board papers and presentations.

The Individual Evaluation of the Members of the Board of Directors for the year 2024 was conducted by the Chair of the Board of Directors.

ASSESSMENT OF THE BOARD MEMBERS' COLLECTIVE SUITABILITY BASED ON THE ESMA/EBA GUIDELINES

Following the recent evaluation of the Board of Directors, an in-depth assessment of our collective suitability has been conducted. This assessment focuses on our collective knowledge, skills, and experience, in accordance with the ESMA/EBA Guidelines, with the valued support of the CGSNC.

Each Board Member engaged in this process by completing an Individual Self-Assessment questionnaire, designed around the criteria specified in the ESMA/EBA Guidelines. The Chair of the Board of Directors has meticulously reviewed these self-assessments and has compiled the Collective Suitability Matrix, taking into account various critical aspects such as governance, risk management, compliance, audit, management, strategy, decision-making, basic theoretical knowledge, and past experience.

Moreover, recognizing that the EBA Guidelines Matrix is a dynamic tool, new sections have been incorporated to reflect the evolving banking landscape and the needs arising from our Company's Business Plan.

Based on the approved Collective Suitability Matrix, it has been resolved that our Board would greatly benefit from the inclusion of new Members who possess extensive knowledge and experience in the Greek market, ESG, IT and Digital, and who are strategic thinkers.

F.11

ASSESSMENT OF
THE
EFFECTIVENESS OF
COMPANY'S
APPROACH TO
CORPORATE
GOVERNANCE

The Board of Directors, in accordance with its obligations under paragraph 1 of Article 4 of Law 4706/2020, assessed the implementation and effectiveness of the Company's Corporate Governance System with a reference date of December 31, 2024. The assessment, conducted with the support of external advisors, PricewaterhouseCoopers S.A., did not reveal any material weaknesses.

F.12

ANNUAL
CONFIRMATION
OF THE
MEMBERS'
INDEPENDENCE

The Independent Non-Executive Members of the Board of Directors should fulfill all the criteria for being Independent Non-Executive Members, in accordance with the Bank of Greece Executive Committee Act No. 224/21.12.2023, the relevant ESMA/EBA Guidelines, the CGSNC Charter, with Law 4706/2020 on Corporate Governance as well as with the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council.

The fulfillment of the legal requirements as to the classification of a Member of the Board of Directors as an Independent Member is reviewed by the Board of Directors at least on an annual basis per fiscal year, and in any case prior to the publication of the Annual Financial Report which includes the relevant assertion.

As part of our compliance requirements, the Independent Non-Executive Members are requested annually to complete and sign a Declaration affirming that they meet all criteria for being Independent Non-Executive Members. In addition, the Corporate Secretariat and Governance Policies Business Area has established a robust process to ensure these criteria are met. This includes obtaining copies of the Members' criminal records on a quarterly basis.

During 2024, in accordance with the internal process and procedures that involve, inter alia, a review by the competent Business Areas, relevant Declarations by the Independent Non-Executive Members, as well as assessment of all relevant information and data, the independence of the Board of Directors has been assessed internally, under the coordination of the Corporate Secretariat and Governance Policies Business Area.

Our Board of Directors, with the support of the CGSNC, and taking into consideration the above, has reviewed the independence criteria and confirmed that the Independent Non-Executive Members, namely Dimitris C. Tsitsiragos, Elli M. Andriopoulou, Aspasia F. Palimeri, Panagiotis I.-K. Papazoglou, Jean L. Cheval, Carolyn G. Dittmeier, Elanor R. Hardwick, and Diony C. Lebot, fulfill all the criteria for being Independent Non-Executive Members of the Board of Directors. This confirmation is in accordance with Law 4706/2020 on corporate governance, the Bank of Greece Executive Committee Act No. 224/21.12.2023, the Articles of Incorporation, and the Hellenic Corporate Governance Code, as in force.

13.1 Induction and Training Policy and Procedure for the Members of the Board of Directors

The Induction and Training Policy and Procedure for the Members of the Board of Directors is a document of Alpha Services and Holdings S.A. that sets the principles and the approach for the induction and training programs addressed to the Members of the Board of Directors in accordance with the legislative and regulatory framework in force, including the relevant ESMA/EBA Guidelines, as well as with the 2021 European Central Bank (ECB) Guide to fit and proper assessments, the Bank of Greece Executive Committee Act No. 224/21.12.2023: "Assessment of suitability for the taking up of a post as a member of the Board of Directors and as a key function holder – Repeal of Chapter C of Executive Committee Act No. 142/11.6.2018 'Procedures for (a) the authorisation of credit institutions in Greece; (b) the acquisition of, or increase in, a holding in credit institutions; and (c) the taking up of a post as a member of the Board of Directors and as a key function holder of credit institutions'" (Government Gazette B 2674), and European best practices in corporate governance.

The Policy applies to the Members of the Board of Directors individually and/or collectively.

The objectives of the induction and training programs provided to the Board of Directors are to:

- facilitate the Board of Directors' clear understanding of the relevant laws and regulations, the Company's structure, business model, risk profile and governance arrangements as well as of the role of the Member(s) within them;
- facilitate the Board of Directors' clear understanding of the international, European and national economic and regulatory developments in the financial sector and their impact on the Company;
- promote the Board of Directors' awareness regarding the benefits of diversity in the Board of Directors and the Company;
- improve the skills, knowledge or competence of the Members of the Board of Directors to fulfill their responsibilities on an ongoing or on an *ad hoc* basis;
- provide relevant general and, as appropriate, individually-tailored training programs.

The Policy is approved by the Board of Directors and is reviewed every two years by the CGSNC, which may propose relevant amendments to the Board of Directors.

13.2 Induction and Training Programs for the Members of the Board of Directors

All the newly-appointed Members of the Board of Directors receive key information one month after taking up their position at the latest, and the induction should be completed within six months. For this purpose, the Company offers to all the new Members of the Board of Directors an induction program on:

- The Company's structure, business model, risk profile and governance arrangements;
- Legal and regulatory requirements in relation to the Company and the services it provides;
- The role of the Board Members;
- Corporate Governance principles;
- Risk Management, Compliance and Internal Audit;
- Wholesale and Retail Banking;
- Wealth Management and Treasury;
- External Statutory Audit;
- Capital Adequacy, Financial and Accounting Services;
- Credit Risk and NPEs;
- ESG, Sustainability and Non-Financial Information;

INDUCTION AND TRAINING

- Information Technology and Security;
- Human Resources;
- International Network;
- Digitalization;
- Transformation;
- Strategic Planning.

Additionally, the Company, in the framework of the continuous training of the Members of the Board of Directors, provides informative and/or training sessions to all of them as well as the possibility for relevant informative and/or training seminars and meetings on the abovementioned or on other topics concerning the financial sector and the Company. The training should place emphasis on conceptual and strategic issues, focusing on new developments and on the influence these developments may have on the Company.

The CGSNC sets an annual training – informative schedule. The annual training plan is kept up to date, taking into account the Board suitability assessment, governance, strategic and other relevant changes as well as changes in the applicable legislation and in market developments. Furthermore, the annual training plan and/or the informative schedule for the Board of Directors shall include separate sessions for the Executive and the Non-Executive Members taking into account their roles and tasks, and, where appropriate, sessions for specific positions according to their particular responsibilities and involvement in the Board Committees.

The Board of Directors, following relevant recommendation by the CGSNC, approved the 2024 annual training – informative schedule for the Members of the Board of Directors at its meeting held in January 2024.

Throughout 2024, the following training programs (informative sessions) took place:

BoD Training programs
Regulatory Framework
Cybersecurity awareness
ESG Matters- IFRS & CSRD
Artificial Intelligence
Climate
Regulatory update
Digital Operational Resilience Act (DORA)
Basel Committee on Banking Supervision (BCBS239) / Risk Data Aggregation and Risk Reporting (RDARR)



The Company also provides its Board Members with the opportunity to participate in training and education sessions offered by external institutions. Upon request by any Member, the Company may offer tailor-made programs to further enhance the Members' knowledge and competences.

During 2024, several of our Board Members attended individual training programs.

F.15

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has the authority to establish both permanent and ad hoc Committees to support it in discharging its responsibilities effectively. While these Committees primarily serve an advisory role, they may also assume certain delegated authorities as determined by the Board.

Each Committee operates under a dedicated Charter that outlines its composition, tenure, functioning and responsibilities. Currently, there are four Committees at the Board level: the Audit Committee, the Risk Management Committee, the Remuneration Committee, and the Corporate Governance, Sustainability, and Nominations Committee.

Each Committee comprises no fewer than three Members, with the composition proposed to the Board by the Corporate Governance, Sustainability, and Nominations Committee (CGSNC). This proposal takes into account the "Suitability and Nomination Policy for Members of the Board of Directors" as well as relevant legal and regulatory frameworks. It is also important to note that the majority of the Members of each Committee are Independent Non-Executive Members.

The primary focus of these Committees is to oversee policies, practices, and procedures within their respective areas of mandate, as detailed in the Charters of each Committee. They also play a crucial role in preparing draft resolutions for Board approval and submitting relevant briefings, reports, key information, and recommendations to the Board. Furthermore, the Committees report regularly to the Board about their work.

AUDIT COMMITTEE

Audit Committee

The Committee has been established and operates in accordance with all applicable laws and regulations. The determination of the type of the Audit Committee, its term of office, the number and the qualifications of its Members as per article 44 par. 1 case b) of Law 4449/2017 were resolved upon by the Ordinary General Meeting of 27.7.2023. The Audit Committee currently constitutes a Committee of the Board of Directors. Its Members were appointed by a resolution of the Board of Directors of 27.7.2023 and its Chair was appointed by its Members at the meeting of the Committee held on 24.7.2024, in accordance with the provisions of article 44 par. 1 case e) of Law 4449/2017, as in force.

Mr. P.I.-K. Papazoglou and Mr. J.L. Cheval, Independent Non-Executive Members of the Board of Directors, possess adequate auditing and accounting knowledge and experience, and at least one of them shall attend the Committee's meetings relating to the approval of the Financial Statements.

Audit Committee Composition (as of the date of publication of the 2024 Annual Report)

Audit Committee	
Panagiotis I.-K. Papazoglou	Chair, Independent Non-Executive Member Chair of the Committee since: 24.7.2024 Member of the Committee since: 27.7.2023
Elli M. Andriopoulou	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Jean L. Cheval	Independent Non-Executive Member Member of the Committee from 29.6.2018 until 31.7.2020 and from 22.7.2022 until now
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018
Carolyn G. Dittmeier was a Member of the Committee from 29.1.2017 until 28.9.2017 and from 24.7.2024 until 30.9.2024 and Chair of the Committee from 28.9.2017 until 24.7.2024	

Audit Committee Composition

(as of the date of publication of the 2024 Annual Report)

Independent Non-Executive Members	Non-Executive Members
75%	25%

2024	
Number of Audit Committee Meetings	13
Average ratio of Members' attendance	100%

AUDIT COMMITTEE

The Committee convenes at least on a quarterly basis, adding meetings on an as-needed basis. It may invite any Member of the Management or Executive as well as external auditors to attend its meetings. The Head of the Internal Audit and the Head of Compliance are regular attendees of the Committee meetings and have unhindered access to the Chair and to the Members.

The main responsibilities of the Audit Committee include but are not limited to those presented below.

The Committee:

- Performs the oversight of the financial reporting processes and procedures for drawing up the Annual and the Interim Financial Statements of the Company and its Subsidiaries, in accordance with the applicable accounting standards.
- Reviews the quarterly Financial Statements of the Group as well as the semi-annual and annual Financial Statements of the Company and its Subsidiaries, together with the Statutory Auditors' Report, where applicable, and the Board of Directors' semi-annual and Annual Management Report, prior to their submission to the Board of Directors for approval.
- Is informed of the evolution of significant accounting standards and oversees the impact on accounting policies.
- Performs the oversight of the Non-Financial Information, the Sustainability Report, reporting processes and the ESG disclosures.
- Reviews the annual or multi-year audit plans and recommends their approval by the Board of Directors.
- Reviews the periodic reports on the activity of the Internal Audit in the Company and its Subsidiaries and the recommendations identified in these reports.
- Reviews and endorses, for approval to the Board of Directors, policies regarding the Internal Audit methodology of the Company as well as any amendments thereto.
- Reviews and endorses, for approval to the Board of Directors, policies regarding the Compliance methodology of the Company as well as any amendments thereto.
- Informs the Board of Directors of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of the financial reporting and what the role of the Audit Committee was in that process.
- Assists the Board of Directors in ensuring the independent, objective and effective conduct of internal and external audits.
- Assists the Board of Directors in overseeing the effectiveness and performance of the Internal Audit Unit and of the Compliance Unit of the Company and of the overall Units across the Group.
- Is responsible for the procedure followed for the selection of the Statutory Certified Auditors of the Company and its Subsidiaries and makes recommendations to the Board of Directors on the appointment or dismissal, rotation, tenure and remuneration of the Statutory Certified Auditors, according to the relevant regulatory and legal provisions.
- Monitors the independence and performance of the Statutory Certified Auditors in accordance with the applicable laws, a responsibility which includes reviewing, *inter alia*, the provision by them of Non-Audit Services to the Company and its Subsidiaries. In relation to this, the Committee examines and approves all proposals regarding the provision by the Statutory Certified Auditor of Non-Audit Services to the Company and its Subsidiaries, based on the relevant policy that the Audit Committee oversees and recommends to the Board of Directors for approval.
- Monitors and assesses the adequacy and effectiveness of the Internal Control System, based on reports by Internal Audit and by Compliance, on findings of the external auditors, the supervisors and the tax authorities as well as on management information, as appropriate.

AUDIT COMMITTEE

- Evaluates the adequacy and effectiveness of the processes and procedures of the Compliance Unit, based on the regular Compliance Reports.
- Assesses the adequacy and effectiveness of the “Anti-Money Laundering and Combating the Financing of Terrorism Policy” and of the respective procedures.
- Oversees the Company’s effort to foster a culture of ethics and discourage unethical behavior in all operational levels.

The Members of the Committee collectively possess adequate knowledge of the financial sector and, in general, the required knowledge, skills and experience to adequately discharge the Committee’s responsibilities. At least one Member, who is Independent from the audited entity, has accounting/auditing knowledge and experience and is present at the meetings regarding the approval of the Financial Statements.

The specific duties and responsibilities of the Audit Committee are set out in its Charter, which is posted on the Company’s website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/audit-committee>).

During 2024, the Committee has been actively engaged in several key initiatives aimed at ensuring the continued strength and integrity of our organization.

Firstly, the Committee evaluated the reports for the year 2023 and proposed their approval by the Board of Directors for submission to the Bank of Greece. These reports include the Annual Report of the Internal Audit Division on the Internal Control System of the Bank and the Annual Report of the Compliance Division, as required by the Bank of Greece Governor’s Act 2577/9.3.2006.

Additionally, the Committee approved and submitted an assessment report on the adequacy and effectiveness of the Internal Control System of the Group to the Bank of Greece.

The Committee also reviewed the Internal Audit Charter and proposed its approval by the Board of Directors.

In a meeting held without the presence of the Company’s Management, the Committee confirmed the independence of the Head of Internal Audit. The Committee was also informed of the quarterly activity reports of the Internal Audit and Compliance Units, based on the plans that were previously endorsed by the Audit Committee.

Moreover, the Committee endorsed the Internal Audit Methodologies and the Internal Audit Process Manual, deciding to submit them to the Board of Directors for approval. The Committee also endorsed the revised Group Annual Audit Plan (AAP) for 2024 and proposed its approval by the Board of Directors as well as the Group Annual Audit Plan for 2025, recommending its approval by the Board of Directors.

The Committee was updated on the new Institute of Internal Audit (IIA) Global Internal Audit Standards (GIAS), ensuring that the Company remains aligned with the latest industry standards and best practices.

The Committee endorsed the scope of the External Quality Review (EQA) of the Internal Audit and validated the objectivity of the selected external consultant for this review. The Committee proposed the approval of this by the Board of Directors. Additionally, the Committee endorsed the Annual Plan and objectives of the Compliance Business Area for 2025 and has decided to recommend their approval to the Board of Directors.

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The Committee also reviewed and endorsed the revised content of the Code of Conduct and Ethics, resolving to submit it to the Board of Directors for their approval.

Regarding ongoing audits, the Committee received an update on the Statutory Certified Auditors' Audit Plan for 2024. The Committee proposed to the Board of Directors the approval of the appointment of the Statutory Certified Auditor and the relevant Statutory and Tax Audit fees for 2024. The Committee also followed up on the 2023 Statutory and Tax Audit fees, as well as the statutory fees for 2024 for Alpha Services and Holdings Subsidiaries.

In terms of financial statements, the Committee reviewed the annual Financial Statements for Alpha Services and Holdings S.A. and the Group for the year 2023. The Committee also reviewed the consolidated First Quarter Financial Statements of Alpha Services and Holdings S.A. for 2024, the standalone and consolidated semi-annual Financial Statements for Alpha Services and Holdings S.A. for 2024, and the consolidated Third Quarter Financial Statements of Alpha Services and Holdings S.A. for 2024. These reviews included the relevant Press Releases prior to their submission to the Board of Directors for approval.

The Board of Directors was informed about the outcome of the statutory audit, and the Committee explained how the statutory audit contributed to the integrity of financial reporting and the role the Committee played in this process. The Committee focused on significant accounting issues and areas requiring professional judgment. The Committee recommended to the Board of Directors that the annual Financial Statements be prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, equity, and financial performance of the Company and its Subsidiaries, as provided for in article 4 pars 3 and 4 of Law 3556/2007.

The Committee performed oversight of the Group Statutory Certified Auditors' (Deloitte) activity and performance and reviewed their Audit Plan for 2024. This review included the planned audit approach, key audit matters and risks, materiality, risk assessment, scope of the audit, audit standards and regulations. The Committee also evaluated the internal control issues regarding financial reporting processes identified by the Statutory Certified Auditor and the adequacy of the responses provided by Management. The Committee assessed the Audit Plan for 2024, ensuring it covered the most significant areas of control, taking into account the main areas of business and financial risk of the Company.

The Committee reviewed the Statutory Certified Auditors' Audit Report according to article 10 of Regulation (EU) No 537/2014 and the Additional Report according to article 11 of Regulation (EU) No 537/2014. The Committee also reviewed the action plan regarding the Significant Deficiencies reported by the Statutory Auditor in its Additional Report as of 31.12.2023.

The Committee monitored the independence of the Statutory Certified Auditor in accordance with current laws. This was done during a meeting without the presence of the Company's Management, particularly focusing on the provision of Non-Audit Services to the Company and the Group. In this context, the Committee reviewed and approved these Non-Audit Services provided to the Alpha Services and Holdings Group by the Statutory Certified Auditor, based on the Policy and Procedures for the Assignment of Non-Audit Services. The fees recognized to our external auditor, Deloitte Certified Public Accountants S.A. and its network, are detailed in the Consolidated Annual Financial Statements for 2024.

The Committee also reviewed the annual evaluation of the Statutory Certified Auditor for 2023, taking into account the overall considerations and evaluation of the Management. Furthermore, the Committee closely monitored the process followed for drafting the Non-Financial Report and the Sustainability Report

AUDIT COMMITTEE

for 2023. The Committee was updated on the materiality analysis process and reviewed the relevant Limited Assurance Reports by the External Auditor. Deloitte Certified Public Accountants S.A. provided the Limited Assurance Reports for both the Non-Financial Report and the Sustainability Report for 2023, prepared in accordance with the International Standard on Assurance Engagements (ISAE) 3000.

The Committee endorsed the Non-Financial Report and the Sustainability Report for 2023 and proposed their approval by the Board of Directors. Additionally, the Committee acquired a thorough understanding of the work of the Risk Management Unit through the participation of some of its Members in the Risk Management Committee and reviewed the monthly updates on the Regulatory Agenda concerning significant capital adequacy, regulatory liquidity, supervisory, and environmental issues.

The Committee also met with the Company's Management and was informed about the progress of significant projects affecting the Group's internal control systems. In several meetings with Executives from various Business Areas of the Company, the Committee reviewed operational risk, cyber, IT, human resources, legal, and other issues. The Committee endorsed the amendments of the Policy and Procedures for the Selection and Reappointment of the Statutory Auditor and recommended its approval by the Board of Directors. The Committee approved the initiation of the procedures and the respective time plan for the statutory auditor selection due to mandatory rotation.

Furthermore, the Committee reviewed and approved the scorecards and goals of the Head of Internal Audit and Head of Compliance for 2024. The Committee was also updated on the Supervisory Review and Evaluation Process (SREP). Additionally, the Committee received updates on the implementation of the Corporate Sustainability Reporting Directive (CSRD) Project in 2024, the Sustainability Statement, as well as the European Sustainability Reporting Standards (ESRS) Gap Assessment (Data Collection Sprint 1) and the ESRS Double materiality analysis methodology.

The Committee conducted a first reading of the updated Related Parties Policy and Procedures.

To further enhance corporate governance and foster collaboration among our Subsidiaries, the Committee initiated a series of meetings with the Audit Committees of the Subsidiaries. Specifically, the Audit Committee held joint meetings with the Audit Committees of Alpha Bank London Ltd., of Alpha Bank Cyprus (held in Cyprus), of Alpha Leasing S.A., Alpha Real Estate Services S.A. and Alpha Finance S.A. These joint meetings have been very productive and insightful.

The Committee has reviewed the Annual Activity Reports for 2023 and the Semi-Annual Activity Reports for 2024 prepared by the Audit Committees of the Subsidiaries. These reviews have been crucial in ensuring that the Committees are on the right track and are meeting their goals.

In 2024, the Audit Committee also conducted joint meetings with the Risk Management Committee to discuss areas of common interest, particularly in risk and capital management, and their effects on the Internal Control System. Among the key points discussed and endorsed were the Bank's action plan regarding the OSI on Operational Risk, which the Committee aims to propose for approval by the Board of Directors.

Furthermore, the Committee was informed about and discussed several important topics, including the Outsourcing Policy, the Operational Act on Outsourcing from the SSM and the draft action plan, the Non-Financial Risks Profile update, the ECB Cyber Resilience Stress Test update, the Supervisory Dialogue outcome for 2024 within the context of the Supervisory Review and Evaluation Process (SREP), and the 2024 SREP Decision Letter along with the relevant Action Plan.

These discussions and meetings have been instrumental in guiding our future actions and ensuring that the Committee remains compliant and proactive in addressing any potential risks.

RISK MANAGEMENT COMMITTEE

The Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Risk Management Committee were appointed by a resolution of the Board of Directors of 27.7.2023.

Risk Management Committee Composition *(as of the date of publication of the 2024 Annual Report)*

Risk Management Committee	
Jean L. Cheval	Chair, Independent Non-Executive Member Chair of the Committee since: 22.7.2022 Member of the Committee since: 31.7.2020
Aspasia F. Palimeri	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Elanor R. Hardwick	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Diony C. Lebot	Independent Non-Executive Member Member of the Committee since: 27.7.2023
<i>Mr. Dimitris C. Tsitsiragos was a Member of the Committee from 31.7.2020 until 31.12.2024 and Mr. Johannes Herman Frederik G. Umbgrove was a Member of the Committee from 26.4.2018 until 6.3.2024</i>	

Risk Management Committee Composition *(as of the date of publication of the 2024 Annual Report)*

Independent Non-Executive Members

100%

RISK MANAGEMENT COMMITTEE

2024	
Number of Risk Management Committee Meetings	14
Average ratio of Members' attendance	98%

The Committee convenes at least on a quarterly basis and may invite any Member of the Group's Management or Executive to attend its meetings. The Chief Risk Officer (CRO) is a regular attendee of the Committee meetings and has unhindered access to the Chair and the Members. The CRO, while administratively reporting to the Chief Executive Officer (CEO), shall report functionally to the Board of Directors through the Committee.

The main responsibilities of the Risk Management Committee include but are not limited to those presented below.

The Committee:

- Assists the Board of Directors in promoting a sound risk culture at all levels throughout the Company and its Subsidiaries (the "Group"), fostering risk awareness and encouraging open communication and challenge across the Organization.
- Reviews regularly and recommends to the Board of Directors for approval the risk and capital management strategy, ensuring alignment with the business objectives of the Company and the Group.
- Reviews and recommends annually to the Board of Directors for approval the Group's risk appetite framework and statement, considering also ESG risks, i.e. the risks of any negative financial impact to the Company, stemming from the current or prospective impacts of ESG factors on its counterparties, such as climate-related risks, and ensuring alignment with the Group's strategic objectives and capital allocation.
- Determines the principles which govern risk management across the Company and the Group in terms of the identification, measurement, monitoring, control and mitigation of risks.
- Ensures that the Group's strategy, budget process, capital and liquidity planning and remuneration framework are aligned with the risk appetite framework and that the Company adequately embeds Environmental, Social and Governance (ESG) risks in the overall risk appetite statement and framework, business strategy and risk management framework.
- Recommends to the Board of Directors for approval high-level policies on the management of risks.
- Evaluates on an annual basis or more frequently, if necessary, the appropriateness of risk identification and measurement systems, methodologies and models, including the capacity of the Company's IT infrastructure to record, report, aggregate and process risk-related information.
- Reviews the Annual Group's Internal Capital Adequacy Assessment Process (ICAAP)/Internal Liquidity Adequacy Assessment Process (ILAAP) and related target ratios and recommends their approval to the Board of Directors.
- Assesses the overall effectiveness of capital planning, allocation processes and systems and the allocation of capital requirements to risk types.

RISK MANAGEMENT COMMITTEE

- Keeps itself informed of and monitors recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the Supervisory Review and Evaluation Process (SREP) conclusions.
- Collaborates with the Corporate, Governance, Sustainability and Nominations Committee and the Audit Committee as necessary on the effective oversight of the mitigation of certain key areas of risk, including climate-related or other ESG risks, and capital management and their repercussions on the Internal Control System. The Committee also convenes jointly with the Audit Committee to discuss and review issues relevant to the remediation plans from regulatory/supervisory assessments and certain operational risk or other issues of importance and common interest.

The Members of the Committee have prior experience in the financial services sector and, individually and collectively, appropriate knowledge, skills and expertise concerning risk management and control practices. One Member is in charge of overseeing ESG risk issues.

The specific duties and responsibilities of the Risk Management Committee are set out in its Charter, which is posted on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/risk-management-committee>).

Throughout 2024 the Committee discussed, challenged and endorsed the updated Risk and Capital Strategy (RCS)/Risk Appetite Framework (RAF) for 2024. The Committee also discussed, challenged and endorsed the RCS for 2025 with regards to specific Risk Appetite Framework (RAF) Key Performance Indicators (KPIs).

Following our thorough review, the Committee resolved to propose their approval to the Board of Directors.

Additionally, the Committee reviewed the annual Risk Management Report and the Risk Management Unit Assessment Report for 2023, which were submitted to the Bank of Greece. The Committee resolved to propose these reports for approval to the Board of Directors as well.

Another significant activity was the discussion and endorsement of the updated Non-Performing Exposures (NPEs) Reduction Plan for 2024. The Committee resolved to submit this plan to the Board of Directors for their approval.

The Committee also reviewed and proposed the Group Internal Capital Adequacy Assessment Process (ICAAP) Report for 2024, along with the concluding Group Capital Adequacy Statement (CAS) for 2024. In addition, the Committee discussed the Group Internal Liquidity Adequacy Assessment Process (ILAAP) Report for 2024 and the concluding Group Liquidity Adequacy Statement (LAS) for 2024. The Committee proposed all these reports for approval and submission to the Single Supervisory Mechanism (SSM).

The Committee discussed and endorsed the updated Shareholders Remuneration Policy and resolved to propose its approval by the Board of Directors.

The Non-Financial Risks Management Policy was thoroughly examined, resulting in a resolution to propose its approval by the Board of Directors. The Committee also reviewed the Pillar III Disclosures Report for both the Full Year 2023 and the First Half of 2024 and decided to submit it to the Board for approval. Additionally, the updated Contingency Funding Plan (CFP) and the Group Recovery Plan (2024) Report were endorsed and proposed for Board approval.

RISK MANAGEMENT COMMITTEE

In terms of our environmental initiatives, the Committee examined the action plan for the Bank regarding the SSM Thematic Review/Climate and Environmental Shortcomings and recommended its approval by the Board. The Committee also focused on the Key Risk Indicators (KRIs) and their respective limits, both for monitoring risks in synthetic securitization activities and with respect to Interest Rate Risk in the Banking Book (IRRBB). Both were proposed for Board approval.

Furthermore, the Committee conducted the annual review of its Charter and resolved to recommend its approval by the Board through the CGSNC. The Committee also reviewed and approved the CEO's evaluation of the Chief Risk Officer (CRO) and discussed the CRO's performance for 2023. The CRO scorecard and goals for 2024 were approved, and the Committee endorsed the Succession Plan of the CRO, proposing its approval by the Board through the CGSNC.

The Committee took cognizance of the 2023 Supervisory Review and Evaluation Process (SREP) Decision Action Plan. Additionally, the Committee was informed of and discussed several other matters, including the NPEs Plan evolution and quarterly performance on NPEs targets, the ECB's final feedback letter on Climate and Environmental shortcomings, and the SSM and SRB Agendas for 2024.

The Committee also reviewed the evolution of various risks, such as credit, market, liquidity, non-financial, climate and ESG, enterprise risk management, data risk, and capital adequacy and supervisory issues. Furthermore, the Committee was updated on the publication of supervisory issues by regulatory authorities (ECB, EBA), the annual Supervisory Examination Program (SEP) of the Group, the quarterly Data Quality Dashboard (DQD) for the Bank, and the monthly Credit Committee I approvals for Wholesale Loans.

The Committee was informed about the SSM's feedback on the 2023 Group Recovery Plan submission, the ECB Cyber Resilience Stress Test, the final report of the On-Site Inspection (OSI) on Liquidity, the progress of the OSI on Risk Data Aggregation and Risk Reporting (RDARR) and New Lending, the first RDARR Validation Report, and the follow-up Letter regarding the Assessment of the Forbearance Framework. Additionally, the Committee discussed the Final Report on the OSI on Commercial Real Estate, the Risk Culture Measurement, the Requirements of the Digital Operational Resilience Act (DORA) and the Bank's Compliance Initiatives, as well as the gap analysis and action plan for compliance with DORA.

The Committee was informed of and discussed several important topics, including the CSRD Double Materiality Results and Reporting structure, the Additional Tier I Issuance in the Second Half of 2024, the Synthetic Securitization Policy and Operating Manual, the ESG report and the Climate Strategy update, the "fit-for-55" climate scenario analysis submission and results, and the Risk Management excerpt from the 2023 Annual Report of the Internal Audit on the evaluation of the Internal Control System.

Regarding our Subsidiaries, the Risk Management Committee reviewed the Annual Activity Reports for 2023 and the Semi-Annual Activity Reports for 2024 prepared by the Risk Management Committees of major subsidiaries. In this context, joint meetings were held with the Members of the Risk Management Committees of Alpha Bank Cyprus Ltd, Alpha Bank London Ltd, ABC Factors S.A., and Alpha Finance

RISK MANAGEMENT COMMITTEE

Investment Services S.A. To further enhance corporate governance and collaboration among the Subsidiaries, the Committee launched a series of meetings with the Risk Management Committees of our Subsidiaries abroad.

In 2024, the Risk Management Committee also had joint meetings with the Audit Committee to review areas of common interest in risk and capital management and their repercussions on the Internal Control System. During these meetings, the Audit Committee and the Risk Management Committee endorsed the Bank's action plan regarding the OSI on Operational Risk and resolved to propose its approval by the Board of Directors. They were also informed of and discussed the Outsourcing Policy, the Operational Act on Outsourcing from the SSM and the respective draft action plan, the Non-Financial Risks Profile update, the Supervisory Dialogue outcome for 2024 in the context of the Supervisory Review and Evaluation Process (SREP), the 2024 SREP Decision Letter, and the relevant Action Plan.

Moreover, the Members of the Risk Management Committee participated in the meetings of the Audit Committee for the review of the Financial Statements.

REMUNERATION COMMITTEE

The Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Remuneration Committee were appointed by a resolution of the Board of Directors of 27.7.2023.

Remuneration Committee Composition (as of the date of publication of the 2024 Annual Report)

Remuneration Committee	
Aspasia F. Palimeri	Chair, Independent Non-Executive Member Chair of the Committee since: 27.2.2025 Member of the Committee since: 22.7.2022
Dimitris C. Tsitsiragos	Independent Non-Executive Member Chair of the Committee from 27.7.2023 until 27.2.2025 Member of the Committee from 31.7.2020 since 27.7.2023 and since 27.2.2025
Panagiotis I.-K. Papazoglou	Independent Non-Executive Member Member of the Committee since: 27.7.2023
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018
Mr. E.O. Vidalis was a Member of the Remuneration Committee from 15.12.2016 until 31.7.2020 and from 27.7.2023 until 27.2.2025	

Remuneration Committee Composition

(as of the date of publication of the 2024 Annual Report)

Independent Non-Executive Members	Non- Executive Members
75%	25%

2024	
Number of Remuneration Committee Meetings	11
Average ratio of Members' attendance	95%

The Committee convenes at least on a quarterly basis and may invite any Member of the Management or Executive to attend its meetings. The Chief Human Resources Officer is a regular attendee of the Committee meetings.

The main responsibilities of the Remuneration Committee include but are not limited to those presented below.

The Committee:

- Assists the Board of Directors in ensuring that the Group Remuneration Policy as well as the "Remuneration Policy of the Members of the Board of Directors as per the provisions of Law 4548/2018" are consistent with the values, culture, business strategy, risk appetite and strategic objectives of the Company and its Subsidiaries (the "Group"), taking into account Environmental, Social and Governance (ESG) risks that affect the business environment in the short, medium or long term.
- Is responsible for the preparation of decisions on remuneration to be taken by the Non-Executive Members, in particular regarding the remuneration of the Executive Members of the Board of Directors as well as of other identified Staff (i.e. Staff whose professional activities have a material impact on the Institutions' risk profile).
- Provides its support and advice to the Non-Executive Members of the Board of Directors on the design of the Remuneration Policies for the Company and the Group, including that such remuneration policies are gender-neutral according to the relevant legislative and regulatory provisions, support the equal treatment of Staff, promote inclusiveness and respect diversity in general.

REMUNERATION COMMITTEE

- Recommends to the Non-Executive Members the remuneration of the Members of the Board of Directors on a regular basis.
- Reviews and advises on fixed salaries, benefits and total remuneration within the Company on a regular basis.
- Reviews the variable remuneration framework. Recommends to the Board of Directors for approval variable remuneration schemes for Employees across the Company and the Group and proposes the total envelope for variable remuneration across the Company and the Group.
- Reviews the performance of the Executive Members of the Board of Directors (the “Executive Members”), the Chiefs – Members of the Executive Committee and the Key Function Holders (the “KFHs”) of the Company based on the input that it receives from the evaluators, in accordance with the provisions of the “Policy for the Evaluation of Senior Executives and Key Function Holders”.
- Validates the Evaluation Scorecards and the goals of the Executive Members of the Board of Directors, the Chiefs – Members of Executive Committee and the KFHs.
- Ensures that adequate policies and processes for the regular performance evaluation of Senior Executives and Key Function Holders of the Company and of the Group Staff are in place, adequately implemented and in alignment with the Remuneration Policy and the Human Resources policies and processes (including staff succession planning and talent management systems).

The Members of the Committee collectively have appropriate knowledge, skills and professional experience concerning remuneration policies and practices, risk management and control activities, as well as concerning the incentives and risks that can arise therefrom. At least one Member has sufficient professional experience in risk management.

The specific duties and responsibilities of the Remuneration Committee are set out in its Charter, which is posted on the Company’s website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/remuneration-committee>).

During 2024, the Committee reviewed and recommended the approval of the Remuneration Policy for Alpha Services and Holdings and its Group, along with its Annexes. This was done by the Non-Executive Members of the Board of Directors. Additionally, the Committee reviewed and recommended the approval of the Combined Bonus Plan (STI/LTI) as part of the Variable Remuneration Framework. This was also approved by the Non-Executive Members and subsequently by the Board of Directors.

Furthermore, the Committee reviewed and recommended the approval of the 2023 Performance Incentive Program (PIP) Gates, Pool, and Allocation. The Committee also recommended the approval of the award under the Performance Incentive Program (PIP) 2023 to the Senior Leadership Team (SLT). In terms of executive contracts, the Committee reviewed the amendments of the contracts of the CEO and Deputy CEO and recommended the approval of the proposed fixed salary increases by the Non-Executive Members and subsequently by the Board of Directors.

Moreover, the Committee reviewed the salary structures and recommended their approval to the Board of Directors. The Committee reviewed and recommended the approval of the Stay-on Bonus Plan by the Non-Executive Members and subsequently by the Board of Directors.

Additionally, the committee has reviewed and recommended the approval of a one-off payment through Profit Distribution. Our review also included the list of Material Risk Takers (MRTs) for 2023, which the Committee has recommended for approval by the Non-Executive Members of the Board of Directors.

REMUNERATION COMMITTEE

In preparation for the Ordinary General Meeting of Shareholders, the Committee has reviewed and endorsed, as part of the material to be submitted, the Remuneration Policy and the Remuneration Report as per Law 4548/2018. Furthermore, the committee recommended that the Board of Directors approved a higher than 100% maximum level of the ratio between the variable and fixed components of remuneration.

As a token of appreciation for the Staff's contribution to the Company's profitability and objectives, the committee reviewed and recommended the approval of the distribution of part of the Company's intragroup dividend reserve to the Company's Staff. The committee has also finalized the remuneration amounts for the Members of the Board of Directors for the financial year 2024.

The Committee has reviewed the Policy for the Evaluation of Senior Executives and Key Function Holders and provided input to the CGSNC. The committee has also reviewed the Remuneration Committee Charter. Moreover, the Committee has been updated on several important matters, including the Action Plan regarding the SSM Thematic Review on Risk Culture and Incentives, the Audit Report on the Remuneration Policy, the Alpha Performance Dialogue 2023 Results, the Talent Identification Process, a Gender Gap analysis, the Scorecards Simplification, and the Employee Engagement Survey Results.

Additionally, the Committee has reviewed its Annual Activity Report and submitted it to the Board of Directors for information.

Regarding the Subsidiaries, the Remuneration Committee has reviewed the 2023 Annual Activity Reports and the 2024 Semi-Annual Activity Reports of the Remuneration Committees of Alpha Bank London Ltd, Alpha Bank Romania S.A., Alpha Bank Cyprus Ltd, and Alpha Real Estate Services S.A. (former Alpha Astika Akinita S.A.). In an effort to further enhance corporate governance and collaboration among the Subsidiaries, the committee has launched a series of videoconference meetings with the Remuneration Committees of the Subsidiaries abroad. In this context, the committee has held joint meetings with the Remuneration Committees of Alpha Bank London Ltd and Alpha Bank Cyprus Ltd, as well as with the Remuneration and Nomination Committee of Alpha Real Estate Services S.A. (former Alpha Astika Akinita S.A.). The Committee has also been updated on Subsidiaries' remuneration issues.

Corporate Governance, Sustainability and Nominations Committee

The Committee has been established and operates in accordance with all applicable laws and regulations. The Members of the current Corporate Governance, Sustainability and Nominations Committee were appointed by a resolution of the Board of Directors of 27.7.2023.

Corporate Governance, Sustainability and Nominations Committee Composition *(as of the date of publication of the 2024 Annual Report)*

Corporate Governance, Sustainability and Nominations Committee	
Elanor R. Hardwick	Chair, Independent Non-Executive Member Chair of the Committee since: 30.9.2021 Member of the Committee since: 31.7.2020
Elli M. Andriopoulou	Independent Non-Executive Member Member of the Committee since: 22.7.2022
Diony C. Lebot	Independent Non-Executive Member Member of the Committee since: 27.7.2023
Johannes Herman Frederik G. Umbgrove	Non-Executive Member Member of the Committee since: 26.4.2018
<i>Mr. E.O. Vidalis was a Member of the Corporate Governance, Sustainability and Nominations Committee from 15.12.2016 until 27.2.2025 and Ms. C. G. Dittmeier was a Member of the Corporate Governance, Sustainability and Nominations Committee from 31.7.2020 until 30.9.2024.</i>	

**Corporate Governance, Sustainability and Nominations Committee
Composition**

(as of the date of publication of the 2024 Annual Report)

Independent Non-Executive Members	Non- Executive Members
75%	25%

2024	
Number of CGSNC Meetings	14
Average ratio of Members' attendance	97%

The Committee convenes at least on a quarterly basis and may invite any Member of the Management or Executive to attend its meetings.

The main responsibilities of the Corporate Governance, Sustainability and Nominations Committee include but are not limited to those presented below.

The Committee:

- Is regularly informed of current trends and developments in the area of corporate governance, including best practice and relevant regulations.
- Monitors the compliance of the Company and the Group with the pertinent Hellenic Corporate Governance Code, to which the Company adheres, ensuring appropriate application of the “comply or explain” principle required; provides oversight that the implementation of this principle aligns with the legislation in force, the regulatory expectations and the international corporate governance best practice.
- Reviews the Company’s Internal Governance Regulation and recommends its approval by the Board of Directors.
- Facilitates the regular review of the Charters of the Board Committees, in consultation with the relevant Committees, by providing input to each Committee, in order to ensure that the Charters remain fit-for-purpose and align with the Hellenic Corporate Governance Code as well as with corporate governance best practices.
- Reviews, at least semi-annually, current and emerging ESG trends and regulatory developments reporting that may significantly affect the Company’s activities recommending to the Board of Directors areas that may require actions.
- Oversees the process of ESG strategy and targets update by the Board of Directors as well as the development and implementation of the Company’s ESG and Sustainability policies.
- Reviews the sustainability reporting to Stakeholders as well as the respective communication and ratings in coordination with the Audit Committee.
- Acts as the ultimate liaison between the Board Committees and the Board, ensuring proper coordination with respect to all sustainability/ESG issues and promotes respective communications and feedback from all the Board of Directors Committees.
- Assists the Board of Directors in establishing the conditions required for effective succession and continuity in the Board of Directors.
- Develops and regularly reviews the selection criteria and the appointment process for the Members of the Board of Directors.
- Identifies and recommends for approval by the Board of Directors candidates to fill vacancies, according to the Suitability and Nomination Policy for the Members of the Board of Directors, evaluates the balance of knowledge, skills, diversity and experience of the Board of Directors and prepares a description of the roles and capabilities for a particular appointment and assesses the time commitment expected.
- Assesses periodically, and at least annually, the structure, size, composition and performance of the Board of Directors and makes recommendations to the Board of Directors with regard to any changes.
- Assesses periodically, and at least annually, the knowledge, skills and experience of each Member of the Board of Directors and of the Board of Directors collectively, and reports to the Board of Directors accordingly.
- Oversees the design and implementation of the induction program for the new Members of the Board of Directors as well as the on-going knowledge and skills development for the Members, which support the effective discharge of their responsibilities.

**Corporate
Governance,
Sustainability and
Nominations
Committee**

The Committee ensures and regularly evaluates that its Members collectively possess the required knowledge, skills and experience relating to sustainability and ESG issues as well as to the business of the Company to assess the appropriate composition of the Board of Directors and, among others, the selection process and the suitability requirements to adequately discharge the Committee's responsibilities.

The specific duties and responsibilities of the Corporate Governance, Sustainability and Nominations Committee are set out in its Charter, which is posted on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/committees/corporate-governance-sustainability-nominations-committee>).

Throughout the year 2024, the Committee was actively engaged in several significant tasks. The Committee held numerous meetings focusing on Chair Succession Planning, leading to the recommendation for the election of Mr. D.C. Tsitsiragos as Chair of the Board of Directors of Alpha Services and Holdings S.A, replacing Mr. V.T. Rapanos, and the subsequent approval thereof by the Board of Directors. Additionally, the Committee recommended the appointments of Mr. N.V. Salakas as Chief of Corporate Center and General Counsel and Member of the Executive Committee, of Mr. L.A. Papagaryfallou as Deputy CEO and of Mr. V.G. Kosmas as Chief Financial Officer of Alpha Services and Holdings S.A.

The Committee also endorsed the CEO's successor and the successors list for Senior Executive and Key Function Holders positions, recommending their approval by the Board of Directors. The Committee reviewed and proposed several important documents for approval, including the Corporate Governance Statement for 2023, the Code of Conduct and Ethics, the BoD Committees' Charters, and the Board of Directors' Charter. The Committee also worked on the European Banking Authority (EBA) Guidelines Matrix for the collective suitability assessment of the Board of Directors and policies related to Succession Planning and Nomination for both Senior Executives and Board Members.

Furthermore, the Committee discussed the Succession Planning for Non-Executive Members of the Board and confirmed that the Independent Non-Executive Members meet all criteria for their roles, in accordance with Law 4706/2020 on corporate governance, the Articles of Incorporation, and the Hellenic Corporate Governance Code. The Committee recommended the content of the Draft Invitation and Draft Resolutions for the Ordinary General Meeting of Shareholders held on 24.7.2024 and the selection of Heidrick & Struggles for the Collective Evaluation of the Board Members for 2023.

The Committee took cognizance of the Board Evaluation Report for the year 2023, which was meticulously drafted by Heidrick & Struggles. This report provided valuable insights into the evaluation of our Board of Directors. Additionally, the Committee recommended to the Board of Directors the selection of PriceWaterhouseCoopers as the firm to conduct the assessment of Alpha Bank's approach to Corporate Governance.

The Committee was also informed about the commencement of the merger process between Alpha Services and Holdings S.A. and Alpha Bank S.A. Furthermore, it received updates on the Extended Leadership Team and an assessment of the Executive Committee, which are crucial for our organizational development.

**Corporate
Governance,
Sustainability and
Nominations
Committee**

Another key point discussed was Talent Management, where the Committee received an update on current strategies and initiatives. In terms of governance, the Committee was updated on the appointment of Board Members who will oversee specific issues, ensuring that our governance policies are robust and effective.

Environmental, Social, and Governance (ESG) issues were regularly updated to the Committee, highlighting our commitment to sustainability and corporate responsibility. Moreover, there was a significant update on the Corporate Sustainability Reporting Directive (CSRD) Implementation. The Committee also reviewed the Sustainability Report for the year 2023 and recommended its approval by the Board of Directors.

Additionally, an update on the Materiality Analysis was provided.

The attendance of Members at the Board of Directors' and Committees' meetings for the year 2023 and for the First Half of 2024 was also reviewed. Finally, the Committee reviewed and submitted its Annual Activity Report to the Board of Directors for their information.

Regarding our Subsidiaries, the Corporate Governance, Sustainability, and Nominations Committee reviewed the 2023 Annual and the 2024 Semi-Annual Activity Reports of the Subsidiaries' Nomination Committees and Boards of Directors. There were also joint meetings held with the Nominations, Corporate Governance, and Sustainability Committee of Alpha Bank Cyprus Ltd (held in Cyprus) and the Remuneration and Nomination Committee of Alpha Real Estate Services S.A. (formerly Alpha Astika Akinita).

G. EXECUTIVE COMMITTEE

G.1

In accordance with Law 4548/2018 and the Company's Articles of Incorporation, the Board of Directors has established an Executive Committee.

The Executive Committee acts as a collective corporate body of the Company. The Committee's powers and authorities are determined by way of a CEO act, delegating powers and authorities to the Committee. The Committee is vested, at least, with the following powers and authorities to manage the affairs of the Company and take decisions. The Committee has the right to delegate further all or parts of its vested authority.

The indicative main responsibilities of the Committee include but are not limited to the following:

The Committee:

- Prepares the strategy, the business plan and the annual budget, including the strategy on Environmental, Social and Governance (ESG) issues of the Company and the Group, for submission to and approval by the Board of Directors, as well as the annual and interim Financial Statements.
- Decides on and manages the capital allocation to the Business Units.
- Prepares the Internal Capital Adequacy Assessment Process (ICAAP) Report and the Internal Liquidity Adequacy Assessment Process (ILAAP) Report for submission to and approval by the Board of Directors, manages their implementation and reports accordingly to the Board of Directors.
- Monitors the performance of each Business Unit and Subsidiary of the Company versus the Budget and ensures that corrective measures are taken.

EXECUTIVE COMMITTEE

- Reviews and approves, in the framework of its authorities, the Policies of the Company and informs the Board of Directors accordingly or submits them, as the case may be, to the latter for approval.
- Discusses issues related to the Group's Purpose and Values, culture and human resources as well as approves and manages any collective program proposed by the Human Resources Unit for the Staff (including any bonus schemes, voluntary separation schemes etc.).
- Is responsible for the implementation of (i) the overall risk strategy, including the Company's risk appetite and its risk management framework, (ii) the adequate and effective internal governance and internal control framework that includes a clear organizational structure and well-functioning independent internal risk management, compliance and audit functions that have high stature and significant know-how, as well as sufficient resources to perform their operations, (iii) the adequate and effective framework for the implementation of the Company's strategy on ESG issues, (iv) the amounts, types and distribution of both internal capital and regulatory capital to adequately cover the risks of the Company, (v) the means for achieving targets for the liquidity management of the Company, (vi) the selection and suitability assessment process for Key Function Holders and (vii) any arrangements aimed at ensuring the integrity of the accounting and financial reporting systems, including financial and operational controls, risk management and compliance with the law and the relevant standards.

G.2

The composition of the Executive Committee of the Company is as follows:

Chair	
Vassilios E. Psaltis	Chief Executive Officer (CEO)
Members	
Lazaros A. Papagaryfallou	Deputy CEO
Spiros A. Andronikakis	Chief Risk Officer (CRO)
Ioannis M. Emiris	Chief of Wholesale Banking
Isidoros S. Passas	Chief of Retail Banking
Nikos V. Salakas	Chief of Corporate Center and General Counsel
Stefanos N. Mytilinaios	Chief Operating Officer (COO)
Fragiski G. Melissa	Chief Human Resources Officer (CHRO)
Georgios V. Michalopoulos	Chief Wealth Management Officer
Vasilis G. Kosmas	Chief Financial Officer (CFO)

Mr. S. Oprescu was a Member of the Executive Committee until 3.11.2024 and Mr. S. Filaretos until 5.3.2025.

MEMBERS OF THE EXECUTIVE COMMITTEE

The CVs of the Members of the Executive Committee are presented below and are also available on the Company's website (<https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/executive-committee>).



Chair
Vassilios E. Psaltis
CEO

Experience and contribution

Vassilios E. Psaltis is the CEO and an Executive Member of the Board of Directors of Alpha Services and Holdings and Alpha Bank. In his capacity as a Board Member since November 2018, and CEO since January 2019, he actively contributes to implementing Alpha Bank's strategic plan. In 2023 he promoted a multilevel milestone deal with UniCredit. This strategic partnership has unlocked the profitability potential of Alpha Bank's international business, while creating upside potential for the rest of the Group.

With over 25 years of experience in the banking industry, he has been appointed to key positions at Alpha Bank since 2007. Through these posts he has significantly reinforced the position of Alpha Bank. He spearheaded capital raisings from foreign institutional shareholders, diversifying the Bank's shareholder base, as well as significant mergers and acquisitions that contributed to the consolidation of the Greek banking system.

On top of his duties at Alpha Bank, he has also been serving as a Member of the Board of Directors and the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021 and as a Member of the Board of Directors of the Hellenic Bank Association (HBA) since October 2021. In 2019 he was appointed member of the Institut International d' Études Bancaires (IIEB).

He holds a PhD and MA in Business and Banking from the University of St.Gallen, Switzerland.

Current and past appointments

- CEO, Alpha Bank (2019 - today)
- General Manager, Alpha Bank (2012-2018)
- Group Chief Financial Officer (CFO), Alpha Bank (2010-2018)
- Senior Manager, Corporate Planning and Controlling, Alpha Bank (2007-2010)
- Deputy (acting) Chief Financial Officer, Emporiki Bank (2002-2006)
- Senior management positions, ABN AMRO Bank's Financial Institutions Group, London (1999-2001)

MEMBERS OF THE EXECUTIVE COMMITTEE



Member
Lazaros A. Papagaryfallou
Deputy CEO

He was born in Athens in 1971. He studied Business Administration at the Athens University of Economics and Business and holds an MBA in Finance from the University of Wales, Cardiff Business School. He started his career in Citibank and ABN AMRO, and he joined Alpha Bank in 1998, having served as Manager of the Corporate Development, International Network and Strategic Planning Divisions. On 1.7.2013 he was appointed Executive General Manager of the Bank and has contributed to the implementation of the Group's Restructuring Plan, the capital strengthening of the Bank, the design and closing of mergers, acquisitions and portfolio transactions. During his career he served as Chairman and Member in the Boards of Directors of various Group Companies, both in Greece and abroad, in the banking, insurance, financial services, industry and real estate sectors. On 2.1.2019 he was appointed Chief Financial Officer (CFO) for the Group. On 23.7.2024 he was appointed Deputy CEO.



Member
Spyros N. Filaretos
Chief of Growth and Innovation
until 5.3.2025

He was born in Athens in 1958. He studied Economics at the University of Manchester, and he holds a MPhil in Development Economics and International Development from the University of Sussex. In 1985, he joined Alpha Bank, where he held key positions at different branches and Divisions (Organization, Human Resources and Treasury Management). He was appointed Executive General Manager in 1997 and General Manager in 2005. From October 2009 to November 2020, he served as Chief Operating Officer (COO). In December 2020, he was appointed Chief of Growth and Innovation. He is a Member of the Boards of Directors of Alpha Bank London Ltd and the Alpha Bank Cultural Foundation as well as Chair of the Board of Directors of Efstathia J. Costopoulos Foundation. Moreover, he is a Member of the Executive Committee. He has been a Member of the Board of Directors since 2005.



Member
Spiros A. Andronikakis
Chief Risk Officer (CRO)

He was born in Athens in 1960. He holds a BA in Economics and Statistics from the Athens University of Economics and Business (former Athens School of Economics and Business) and an MBA in Financial Management and Banking from the University of Minnesota, USA. He has worked in the Corporate Banking Units of Greek and multinational banks since 1985. He served as a Member of the Board of Directors of Alpha Leasing S.A., Alpha Finance Investment Services S.A., Tiresias Bank Information Systems S.A. and Alpha Bank Romania S.A. He joined Alpha Bank in 1998. He was Corporate Banking Manager from 2004 to 2007. In 2007 he was appointed Chief Credit Officer and in 2012 Chief Risk Officer (CRO).

MEMBERS OF THE EXECUTIVE COMMITTEE



Member
Ioannis M. Emiris
Chief of Wholesale Banking

He was born in Athens in 1963. He studied Economics and Business Administration at the Athens University of Economics and Business (former Athens School of Economics and Business) and holds an MBA from Columbia Business School as well as a US Certified Public Accounting (CPA) degree. He started his career as a certified public accountant in PricewaterhouseCoopers in New York. From 1991 to 2012, he worked for the Alpha Bank Group, initially as an Investment Banker in Alpha Finance Investment Services S.A. and from 2004 as Manager of the Project Finance and the Investment Banking Divisions of Alpha Bank. From 2012 to 2014, he was the Chief Executive Officer of the Hellenic Republic Asset Development Fund (HRADF). On 5.11.2014, he was appointed Executive General Manager and on 19.11.2019 he was appointed Chief of Wholesale Banking.



Member
Isidoros S. Passas
Chief of Retail Banking

He was born in Thessaloniki in 1967. He holds an MSc in Mechanical Engineering from the National Technical University of Athens and an MBA from City, University of London (Bayes Business School) and has attended the Advanced Management Program (AMP) at INSEAD. He started his career at Procter & Gamble and held managerial positions in Marketing and Sales Management functions at multinational Fast-Moving Consumer Goods (FMCG) companies. He worked at Eurobank for 13 years, where he held positions of responsibility in Retail Banking and served as a Deputy General Manager of the Retail Banking Network and as a member of the boards of directors of the bank's subsidiaries. In 2013 he took up duties as a Senior Advisor to the Management on retail marketing distribution in Hellenic Petroleum. He joined Alpha Bank in 2014. He held the positions of Manager of the Deposit and Investment Products and Manager of the Greek Branch Network Division. He is the Chairman of the Board of Directors of AlphaLife Insurance Company S.A. and Member of the Board of Directors of Alpha Real Estate Management and Investments (AREMI) S.A. On 1.4.2016 he was appointed Executive General Manager and on 19.11.2019 Chief of Retail Banking.



Member
Nikos V. Salakas
Chief of Corporate Center and General Counsel

He was born in Athens in 1972. He studied Law at the National and Kapodistrian University of Athens and holds a postgraduate degree (LL.M. in International Business Law) from the University College London. In March 2019, he joined Alpha Bank as Chief Legal and Governance Officer, after more than twenty years of cooperation with Koutalidis Law Firm, at which he had been Head of the Banking and Finance Department since 2010. In 2022 he returned to Koutalidis Law Firm, while taking up the role of Special Legal Counsel to the Board of Directors and the Executive Committee of the Bank, making, thus, a key contribution to the

MEMBERS OF THE EXECUTIVE COMMITTEE

implementation of critical and strategic transactions. He has more than 25 years of experience in Greek and International Banking and Regulation, Finance, Restructuring and Securities Transactions and he is ranked amongst the top Greek lawyers by the International Financial Law Review (IFLR), the Legal 500 guide and Chambers and Partners. He has supported Alpha Bank in regulatory issues, M&As, and strategic transactions since 1999. On 1.4.2024 he was appointed Chief of Corporate Center and General Counsel and Member of the Executive Committee.



Member
Sergiu-Bogdan A. Oprescu
Chief of International Network
until 3.11.2024

He was born in 1963. He holds an MEng degree from the Faculty of Aerospace Engineering at Bucharest Polytechnic Institute, with specialization in Avionics. He acquired a postgraduate degree in Reliability with specialization in “Complex technical systems’ reliability” from the Bucharest Polytechnic Institute and attended various executive programs at Harvard Business School, Stanford Graduate School of Business and London Business School. In 1994 he joined Alpha Bank Romania S.A., where he held several senior positions before he was appointed Executive President in 2007. He was Managing Director (1995-1996) and then Executive President (1996-2002) at Alpha Finance Romania S.A. (former Bucharest Investment Group – Brokerage S.A.). He served as President of the Board of Governors of the Bucharest Stock Exchange (2001-2006), as Board Member of the Romanian Association of Banks and coordinator of the banking commissions on Mortgage Lending, Non-Performing Loans, European Union Funds Absorption, Treasury and Capital Markets (2008-2014) and as Chairman of the Board of Directors of the Romanian Association of Banks (2015-2021). On 11.2.2019 he was appointed Chief of International Network.



Member
Stefanos N. Mytilinaios
Chief Operating Officer (COO)

He was born in Athens in 1973. He holds a First-Class degree in Aerospace Engineering from the University of Bristol, Great Britain, and an MBA with Distinction from INSEAD in Fontainebleau, France. He brings onboard extensive experience in technology, operations and business, having assumed managerial positions in Greece and abroad. He served as the Deputy Group CIO at Eurobank and as a business consultant at McKinsey & Company, based in Athens and London. Moreover, he has been the Chief Technology Officer at Commercial Bank of Qatar and later on he was appointed General Manager, Digital Business at Piraeus Bank. On 1.12.2020 he was appointed Chief Operating Officer (COO).



Member
Fragiski G. Melissa
Chief Human Resources Officer (CHRO)

MEMBERS OF THE EXECUTIVE COMMITTEE

She was born in 1968. She studied Psychology at the National and Kapodistrian University of Athens and holds postgraduate degrees in Industrial/Organizational Studies from Columbia University and in Social Studies from the New School for Social Research. She brings 28 years of experience in human resources. She served as a Regional Human Resource Director for Southeastern Europe at Colgate Palmolive, while in her career she also held positions of responsibility at Makro Cash & Carry and at KPMG. For the last 8 years before joining Alpha Bank, she was Head of Human Resources at Vodafone in Greece and Romania. On 3.3.2020 she was appointed Executive General Manager – Chief Human Resources Officer and on 20.5.2022 she was appointed Chief Human Resources Officer (CHRO).



Member

Georgios V. Michalopoulos

Chief Wealth Management Officer

He was born in Athens in 1973. He studied Mathematics at the National and Kapodistrian University of Athens and holds an MBA in Finance from City, University of London (Bayes Business School). He started his career at Alpha Bank in 1994 and worked in the Treasury functions in Athens and London. He has served as Group Treasurer and Manager of the Planning and Trading and the Financial Markets Divisions. He has been a Member of the Board of Directors of various Group Companies in the banking, finance and insurance sectors in Greece and abroad for a number of years. On 4.5.2016 he was appointed Executive General Manager of Treasury Management and on 20.5.2022 he was appointed Chief Wealth Management Officer.



Member

Vasilis G. Kosmas

Chief Financial Officer (CFO)

He was born in Athens in 1971. He holds a BA in Economics from the Athens University of Economics and Business (graduated in top 3rd percentile) and an MBA, concentration in Finance from the New York University Leonard N. Stern School of Business. During his career, he held many positions of responsibility, such as Finance Manager at Procter & Gamble and Senior Engagement Manager at McKinsey & Company. He served as Director in Structured Finance and Wholesale Funding as well as Corporate Development and Group Strategy in National Bank of Greece and as Chief Operating Officer in Ethniki Insurance. Moreover, he worked as Managing Director, Deal Advisory at KPMG LLP. He was partner at Alantra in London, UK until 15.5.2024. On 23.7.2024 he was appointed Chief Financial Officer (CFO).

NUMBER OF
ALPHA
SERVICES AND
HOLDINGS S.A.
SHARES OWNED
ON 31.12.2024

Chair		Number of Shares	% of the share capital
Vassilios E. Psaltis	Chief Executive Officer (CEO)	542,424	0.023
Members			
Lazaros A. Papagaryfallou	Deputy CEO	317,780	0.014
Spyros N. Filaretos <i>(Member of the Executive Committee until 5.3.2025)</i>	Chief of Growth and Innovation	377,012	0.016
Spiros A. Andronikakis	Chief Risk Officer (CRO)	384,464	0.016
Ioannis M. Emiris	Chief of Wholesale Banking	408,457	0.017
Isidoros S. Passas	Chief of Retail Banking	278,463	0.012
Nikos V. Salakas	Chief of Corporate Center and General Counsel	101,910	0.004
Sergiu-Bogdan A. Oprea <i>(Member of the Executive Committee until 3.11.2024)</i>	Chief of International Network	153,429	0.007
Stefanos N. Mytilinaios	Chief Operating Officer (COO)	45,272	0.002
Fragiski G. Melissa	Chief Human Resources Officer (CHRO)	96,790	0.004
Georgios V. Michalopoulos	Chief Wealth Management Officer	332,037	0.014
Vasilis G. Kosmas	Chief Financial Officer (CFO)	0	0.000

H. DESCRIPTION OF THE DIVERSITY POLICY APPLIED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND EMPLOYEES

DESCRIPTION
OF THE
DIVERSITY
POLICY APPLIED
TO THE
MEMBERS OF
THE BOARD OF
DIRECTORS AND
EMPLOYEES

The Diversity Policy is a document of Alpha Services and Holdings S.A. which outlines our principles and approach towards achieving diversity within both our Board of Directors and our Employees. We are committed to adhering to the legislative and regulatory frameworks currently in force, including the Joint ESMA/EBA "Guidelines on the assessment of the suitability of members of the management body and key function holders," as well as embracing European best practices in corporate governance.

In essence, diversity at Alpha Services and Holdings S.A. is defined as the presence of sufficiently varied characteristics among the Members of the Board of Directors and our Employees. This includes factors such as age, gender, geographical provenance as well as educational and professional background. Our goal is to ensure that these differences are significant enough to foster a variety of perspectives and views¹ within the Board of Directors and among our Employees.

By promoting diversity, we aim to create a more inclusive and dynamic environment that values and leverages the unique contributions of each individual. This, in turn, enhances our decision-making processes and ultimately drives our success as an organization.

DESCRIPTION OF THE DIVERSITY POLICY APPLIED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND EMPLOYEES

While the diversity of the Board of Directors is not a criterion for assessing the Members' individual suitability, it is a vital factor when selecting and evaluating Members of the Board. A diverse Board of Directors brings a broader range of experiences, knowledge, skills, and values, which enhances its overall functioning and effectively addresses the phenomenon of "groupthink." By fostering a more diverse Board, we can encourage independent opinions and constructive challenges during the decision-making process.

The Policy applies not only to the selection procedures for the Board Members but also to the appointment of our Senior Management and Employees. The key objectives of this Policy are to support and promote diversity across all levels of our organization. We aim to engage a wide array of qualities and competencies when recruiting Board Members and Employees, ensuring a variety of views and experiences. This approach facilitates independent opinions and sound decision-making within the Board of Directors.

Additionally, we are committed to ensuring appropriate gender representation within the Board of Directors and respecting the principle of equal opportunities during the selection process. This commitment extends to our Employees, guaranteeing equal treatment and opportunities for individuals of all genders.

The objectives of our Policy are, first and foremost, to support and promote diversity within our Board of Directors and Employees. This means engaging a broad set of qualities and competencies when recruiting. By doing so, we aim to achieve a variety of views and experiences, which we believe are crucial for facilitating independent opinions and sound decision-making within the Board.

Moreover, we strive to ensure appropriate representation of all genders within the Board of Directors. This principle of equal opportunities is paramount when selecting Board Members. Similarly, we are dedicated to ensuring equal treatment and opportunities for Employees of different genders.

Additionally, when setting diversity objectives, the Company considers diversity benchmarking results published by competent authorities, such as the European Banking Authority (EBA) or other relevant international bodies or organizations. This helps us align our goals with best practices and standards in the industry.

Our Policy is approved by the Board of Directors and undergoes a review every two years by the Corporate Governance, Sustainability and Nominations Committee (CGSNC). The CGSNC may propose relevant amendments to the Board of Directors, as necessary.

H.1

BOARD OF DIRECTORS

The Company embraces the benefits of having a diverse Board of Directors. It recognizes that diversity can help achieve maximum team performance and effectiveness, enhance innovation and creativity, and promote critical thinking and team cooperation within the Board. In this context, a diversified Board of Directors fosters constructive challenge and discussion on the basis of different points of view, while also contributing to the improvement of decision-making regarding strategies and risk-taking by encompassing a broader range of views, opinions, experience, perception, values and backgrounds, thus reducing the phenomena of "groupthink" and "herd behavior".

BOARD OF DIRECTORS

A truly diversified Board of Directors allows and makes good use of differences in skills, regional and industry experience, background, abilities, qualifications, professional training, gender and other distinctions between the Members. Pursuant to the Suitability and Nomination Policy for the Members of the Board of Directors of the Company, all Board appointments, including the succession planning, are made in accordance with legal and regulatory requirements, ensuring an optimal balance, among others, of skills, experience, knowledge independence and high ethical standards, without any discriminations based on sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, sexual orientation, gender, age, geographical provenance and/or educational and professional background.

The above suitability and differentiation parameters should be taken into consideration in determining the best possible composition of the Board of Directors and, when possible, should be balanced appropriately.

At least the following diversity aspects shall be taken into consideration for all Board appointments, without prejudice to the legislative and regulatory framework and to the Suitability and Nomination Policy for the Members of the Board of Directors of the Company:

- **Educational and professional background, skills and knowledge as well as experience in order to facilitate productive challenge and independent thinking**, in accordance with the Suitability and Nomination Policy for the Members of the Board of Directors.
- **Gender**: taking into consideration that different typical attitudes and behaviors can be observed in persons of different genders.
- **Age**: considering that the time period in which a person has grown up influences his/her values, behavior and risk culture.
- **Geographical provenance**: the region where a person has gained a cultural, educational or prior professional background. Diversity regarding geographical provenance ensures that the Board has a direct understanding of the culture, values, market specificities and legal framework present in the main business hubs that the Company is active in, and facilitates well-informed decision-making regarding the business strategy in those business and geographical areas.

In reviewing the composition of the Board of Directors and in identifying suitable candidates for appointment, reappointment or during the succession planning, the CGSNC will:

- a. Consider the benefits of all aspects of diversity, including, but not limited to, those described above, in order to enable the Board of Directors to discharge its duties and responsibilities effectively.
- b. Consider candidates on the basis of merit and objective criteria pursuant to the strategic objectives of the Company, the legislative and regulatory requirements and with due consideration of diversity in the Board of Directors.

According to the legal and regulatory framework, as described in the “Suitability and Nomination Policy for the Members of the Board of Directors”, the CGSNC assesses or re-assesses on an ongoing basis, and at least annually, on the basis of the “Suitability and Nomination Process for the Members of the Board of Directors”, the collective and individual suitability of the Members of the Board of Directors. As part of this annual evaluation of the effectiveness of the Board of Directors and its Committees, the CGSNC will consider the adequate balance of all aspects of suitability and diversity, including, but not limited to, those described above.

The CGSNC will discuss and agree annually upon all measurable objectives for achieving diversity in the Board of Directors. In the event that any diversity objectives or targets have not been met, the CGSNC shall explain the relevant reasons and the measures to be taken, in order to ensure that the diversity objectives and targets will be met.

BOARD OF DIRECTORS

The CGSNC reviews and monitors regularly the effectiveness of the Policy and makes relevant recommendations to the Board of Directors. Furthermore, it reviews regularly the proportion of women who are employed by the Company as a whole, in senior management positions and in the Board of Directors.

According to the Diversity Policy, the Board of Directors' actual target is that the percentage of the less represented gender in the Board would reach at least 30% in the next three years, while always considering industry trends and best practices. In light of the above, the Board of Directors' target has been achieved, i.e. at a percentage of 38.5%.

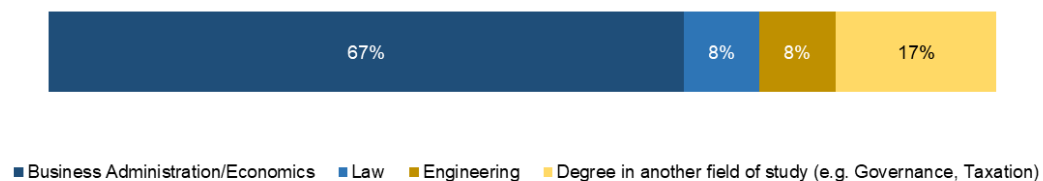
All the candidates for the Board of Directors shall be assessed based on the same criteria, irrespective of gender, since the eligible Members for the Board of Directors must fulfill all the conditions set in relation to their qualifications. In this context, all genders shall have equal opportunities to be nominated under the condition that they fulfill all the other prerequisites in accordance with the Suitability and Nomination Policy for the Members of the Board of Directors of the Company. The Company shall not nominate Members of the Board of Directors with the sole purpose of increasing diversity to the detriment of the functioning and suitability of the Board of Directors collectively or at the expense of the suitability of individual Members of the Board of Directors.

Nationality of the Members of the Board of Directors



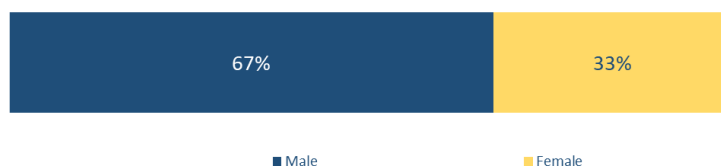
(Based on the composition of the Board of Directors on 31.12.2024)

Educational Profiles of the Members of the Board of Directors

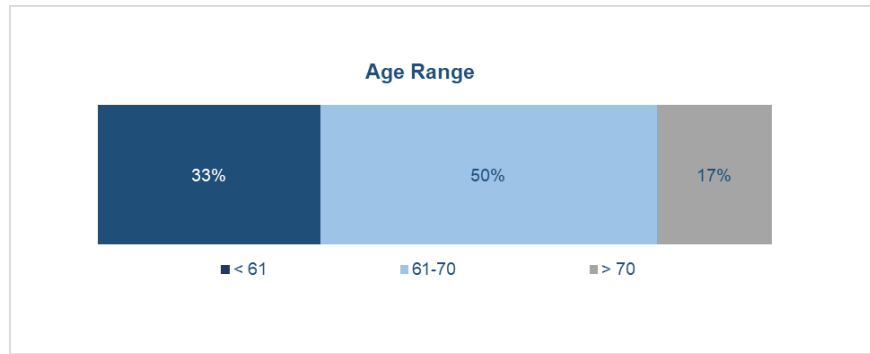


(Based on the composition of the Board of Directors on 31.12.2024)

Gender Diversity



(Based on the composition of the Board of Directors on 31.12.2024)



(Based on the composition of the Board of Directors on 31.12.2024)

H.2

EMPLOYEES

The provision of equal opportunities for employment and career advancement to all its Employees is not simply a statutory requirement for the Company, but a fundamental cornerstone of its Human Resources Strategy. Consequently, this principle is integrated into the Company's Human Resources management procedures and practices, with the Company ensuring their implementation in every country in which it operates.

When setting diversity objectives, the Company considers diversity benchmarking results, published by competent authorities, the EBA or other relevant international bodies or organizations.

In its commitment to translating gender equality into practice and addressing the underrepresentation of women in leadership roles, a common challenge in the Greek labor market, the Company has implemented a range of measures to support Employees in balancing their professional and personal lives. This initiative also promotes fair treatment and merit-based career advancement, ensuring equal opportunities for the advancement of female Employees. Furthermore, a variety of training, coaching and mentoring programs have been established to foster gender equality. The Company is also dedicated to achieving gender diversity within its Senior Management, reflecting the diversity of its broader workforce.

The Company applies uniform, gender-neutral Remuneration as well as Benefits and Corporate Expenses Policies to all categories of Employees. It respects and defends the diversity of all Employees in general, promoting inclusiveness and equal treatment.

The Company cultivates a work environment free of discrimination and harassment, recognizing and valuing the contribution and worth of each Employee. It guarantees high-quality working conditions and advancement opportunities that are grounded in merit ensuring fairness and equality across all levels of the Organization. The Company offers fair remuneration, based on contracts that align with the conditions of the corresponding national labor market, ensuring compliance with applicable national regulations, including those related to minimum wage, working hours and the provision of leave. In order to monitor and minimize diversity gaps, the Company reviews relevant data on an annual basis and implements corrective measures to narrow gaps, where these exist.

The Company defends human rights and opposes all forms of child, forced or compulsory labor. It respects employee rights and is committed to safeguarding them fully, in accordance with the national and the European Union Law and the Conventions of the International Labour Organization.

(data for Alpha Services and Holdings S.A. and Alpha Bank S.A.)

Employees in management positions * as of 31.12.2024 (data for Alpha Services and Holdings S.A. and Alpha Bank S.A.)

EMPLOYEES

	Age Breakdown as of 31.12.2024				
Gender	26-40	41-50	51+	Total	Percentage
Male	20	174	183	377	58%
Female	18	110	145	273	42%
Total	38	284	328	650	100%
Percentage	6%	44%	50%	100%	

Educational level	Breakdown as of 31.12.2024	Percentage
Postgraduate Studies (Master's, PhD)	376	58%
Tertiary Education (graduates of Universities or Technological Education Institutes)	165	25%
High School (Lyceum) graduates	109	17%
Total	650	100%

* Management positions are defined as the positions from the level of Branch Manager and above.

** A VSS program was implemented in 2024.

The percentage and the number of Employees in managerial positions per educational level indicate that Employees in managerial positions holding postgraduate degrees represent in 2024 the highest percentage, i.e. 58%.

To enhance the soft skills of Employees with managerial duties and promote continuous training, the Company has invested in various training channels and initiatives. Continuous learning is ensured through specialized leadership journeys and learning paths on the Company's online platform, as well as soft skills training via ACE Academies' webinars and eLearnings. In 2024, Alpha Bank launched additional programs for managerial employees as part of the Leadership Academy. The "Unconscious Bias" Training is aimed at the Bank's Directors and Managers, helping them recognize and understand unconscious biases, and mitigate biases, fostering fairness and respect. The "Leading for Impact" program is an advanced Leadership Development initiative, specifically designed for the Senior Leadership Team, enhancing leadership skills through interactive workshops, practical experimentation, peer learning, and coaching sessions. Lastly, within the context of Digital Certification, a tailor-made initiative for Alpha Bank retail network designed in cooperation with the National Technical University of Athens (NTUA), Branch Managers were exposed to a hands-on training in digital skills, leading to certification by the NTUA.

REMUNERATION

Our Company's and the Group's remuneration practices are consistent with the applicable legal and regulatory framework, as in force, including Law 4261/2014 (which transposed European Directive 2013/36/EU CRD IV), Law 4548/2018, EBA Guidelines on sound remuneration policies, as well as the Bank of Greece Executive Committee's Act 231/15.7.2024.

The updated and amended Remuneration Policy of the Members of the Board of Directors, in accordance with articles 110 and 111 of Law 4548/2018, was approved by the Ordinary General Meeting of 24.7.2024, as proposed by the Board of Directors, following a relevant recommendation by the Remuneration Committee.

The Remuneration Policy of the Members of the Board of Directors, in accordance with articles 110 and 111 of Law 4548/2018, is available on the Company's website, as stipulated by Law, through the link <https://www.alphaholdings.gr/-/media/AlphaHoldings/Files/genikes-syneleysis/taktiki-geniki-sineleusi-24072024/eggrafa-gs/politiki-apodoxon-melon-ds-en.pdf>.

The Board of Directors' remuneration is determined by the Company's Ordinary General Meeting of Shareholders, upon recommendation of the Board of Directors following proposal by the Remuneration Committee.

It is noted that, in accordance with the Company'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. Executive Members of the Board of Directors participate in the Stock Option Plan and Stock Award Program established by the Company following the relevant approvals by the Ordinary General Meetings dated 31.7.2020 and 27.7.2023, respectively.

The Ordinary General Meeting of Shareholders dated 24.7.2024, following the relevant recommendation by the Board of Directors as per respective recommendation of the Remuneration Committee, approved 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 2023 and resolved to maintain the annual remuneration of the Non-Executive Members of the Board of Directors for 2024, including the Independent Non-Executive Members, at the same level as that of 2023.

It is noted that, due to the fact that the composition of the Board of Directors of Alpha Services and Holdings S.A. and that of the Board of Directors of its 100% Subsidiary Alpha Bank S.A. are the same, the remuneration of the Members of the Board of Directors is paid by one company only, specifically, by the Bank.

For more information, please refer to the Remuneration Report, which is and will remain available on the Company's website for a time period of ten years, as stipulated by Law, through the link <https://www.alphaholdings.gr/en/esg-and-sustainability/advocating-sound-governance-practices/management/codes-and-policies>.

**INFORMATION
ARTICLE 10 OF
LAW 4961/2022
"EMERGING
INFORMATION
AND
COMMUNICATION
TECHNOLOGIES,
STRENGTHENING
DIGITAL
GOVERNANCE,
AND OTHER
PROVISIONS"**

The Bank acts responsibly when using artificial intelligence systems or other technological means for the collection and processing of data of its customers, employees, and external partners, by ensuring transparency, legality, and respect for privacy. Specifically, it is committed to applying strict ethical data management rules, complying with legislation, and protecting individual rights by adhering to the following key principles for data usage:

- **Legality and Transparency:** Data is processed in accordance with relevant legislation, including banking secrecy laws and personal data protection laws, for clearly defined and transparent purposes. The Bank clearly informs data subjects about what data is collected, how it is used, and why it is being processed.
- **Limitation of purpose:** Data is used exclusively for the purposes defined.
- **Data Minimization:** Only the necessary data for each use is collected.
- **Security and Protection:** Technical and organizational measures are applied to protect data from unauthorized access or leakage, as well as to ensure the integrity and availability of the data.
- **Accountability:** The Bank ensures that all employees and partners comply with the principles of ethical data use and continuously trains its staff on this matter.
- **Outsourcing Data Processing to Third Parties:** In cases where data processing is outsourced, the Group uses only third parties that provide sufficient assurances for the application of applicable legislation and appropriate technical and organizational measures to protect the data.
- **Respect for Data Subjects' Rights:** Data is used in a manner that ensures respect for the rights of data subjects, without discrimination or unfairness. Furthermore, the ability to exercise the rights provided by the relevant legislation is made available.
- **Automated Decision Making:** In cases where data processing is done through automated means for decision-making purposes, the data subject is informed accordingly, their consent is obtained (if required), and the possibility for human intervention (review of the request) is provided.
- **Record Keeping:** A Data Processing Activities Log and a Registry of Systems using Artificial Intelligence are continuously maintained and updated.
- **Integration of Key Principles:** The protection of data and the rights of data subjects is also ensured through the relevant Policy Framework and procedures for all stages of any project, whether it involves systems or processes.