



ALPHA BANK

ALPHA BANK S.A.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

April 2, 2021

**Terms and conditions for the remote
General Meeting of Shareholders**

The banking société anonyme under the name “Alpha Bank S.A.” (the “Bank”) will hold an Extraordinary General Meeting of its Shareholders on April 2, 2021 and a potential Iterative Meeting on April 8, 2021, remotely, in real time via teleconference without the physical presence of Shareholders.

The Shareholders of the Bank will participate in the General Meeting **exclusively via electronic means**.

The participation of the Shareholders in the General Meeting is subject to the present terms and conditions for the remote General Meeting (the “Terms for the remote General Meeting”).

The capitalized terms used have the meaning defined in the Appendix to the present document.

1. Introductory remarks

1.1. In order for the Shareholders to participate in and vote at the General Meeting or at any Iterative Meeting, **it is necessary that they (or their proxies) create and use an electronic account on the Internet Platform that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group** to provide remote General Meeting services in real time via teleconference to listed companies, on the website <https://axia.athexgroup.gr/en/home>.

1.2. The Internet Platform is provided by the Hellenic Central Securities Depository S.A. (HCSD S.A.), while the WEBEX set of tools/services, provided by Cisco Hellas S.A., is used for the teleconference.

1.3. In order to access the Internet Platform, a personal computer, a smartphone or a tablet with an installed browser application and internet access is required.

1.4. In order for a Shareholder (or his/her proxy) to create an account on the Internet Platform, a valid electronic mail (e-mail) account and a mobile telephone number of the Shareholder or his/her proxy are required.

1.5. If, upon accessing the Internet Platform, the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Bank by the HCSD S.A. as part of its services to facilitate Shareholder identification for remote general meetings which are provided to listed companies, in accordance with Resolution 8 of the Board of Directors of the HCSD S.A., *“Electronic information services (2-factor authentication) to facilitate investor access to electronic services of ATHEXCSD”*, the Shareholder must provide and/or update the information above through the Operator/Custodian of his/her Account, in order to create the electronic account. In particular, the data (mobile telephone number and e-mail) of the proxies of the Shareholders and of their representatives must be declared to the Bank when submitting the proxy/representation forms, in order to have access to the Internet Platform and to the Teleconference for the exercise of the rights of the represented Shareholders.

1.6. The Shareholders (or their proxies) that have successfully connected to the Internet Platform will be able to participate in the General Meeting via teleconference in real time through a link that will be sent to them by email.

By activating the Teleconference Application (Cisco Webex) via the link at the start of the General Meeting, the Shareholders (or their proxies) will be able to:

a) follow the proceedings of the General Meeting by using electronic or audio-visual means,

b) be given the floor and address the General Meeting orally during the General Meeting,

while, at the same time, through the Internet Platform they will be able to:

c) vote in real time during the General Meeting on the items of the Agenda, and

d) receive information on the recording of their vote.

1.7. The deadlines, within which the rights of the Shareholders can be exercised, are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting.

1.8. Besides the Terms for the remote General Meeting, the Terms of Use by Third-Party Suppliers also apply.

1.9. The Bank reserves the right to modify, suspend, cancel or limit at any time the mechanisms for the electronic General Meeting and the voting, when necessary or appropriate for technical or security reasons.

2. Technical infrastructure

2.1. The Bank ensures, insofar as possible, that the technical infrastructure to conduct and participate in the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices. The Bank will cooperate with reliable Third-Party Suppliers and will make use of their services to provide the technical infrastructure required to conduct the General Meeting.

2.2. The Shareholders should be aware that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist. The Bank, through Third-Party Suppliers, takes all measures, technical and organizational, and makes every possible effort to ensure as much as possible the continuous and uninterrupted operation of the Internet Platform and of the Teleconference Application, so that the services provided through it are available continuously and uninterruptedly, with an acceptable response time and without delay, to Shareholders with compatible devices. However, due to the nature of the internet and web applications, the Bank and the Third-Party Suppliers cannot absolutely guarantee the soundness, correctness or continuity of their operation, noting that they may not be available to part or to all of the internet, they may respond with interruptions or, finally, in times longer than usual. In cases such as the above, the Bank and the Third-Party Suppliers will make every possible effort to restore the operation of the services, however, beyond that, the Bank and the Third-Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

2.3. It is recommended that the Shareholders (or their proxies) take all measures to protect the integrity and security of their information systems, both hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of the Shareholders (or their proxies), both portable and non-portable. Any failure in the Shareholders' (or their proxies') systems or any connection or usage data leak which is due to an intrusion of malicious software in the operating systems of the Shareholders (or their proxies) does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Bank for any damages suffered by the Shareholders. Furthermore, the Shareholders (or their proxies) are solely responsible for their personal equipment and for the required technical means which will allow access to the Internet Platform.

2.4. The Shareholders (or their proxies) must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and that they have correctly installed and configured the Teleconference Application (Cisco Webex). The Bank has ensured, through Third-Party Suppliers, the timely implementation of the technical infrastructure for the Internet Platform, in order to allow Shareholders (or their proxies) to control their access and to verify that they can participate substantively in the General Meeting.

A help desk will also be available to Shareholders (or their proxies) during the General Meeting, providing as well access testing for the Internet Platform, at +30 210 336 6120 or by email at AXIAeShareholdersMeeting@athexgroup.gr.

2.5. The Shareholders (or their proxies) can notify any failure in the technical infrastructure through the help desk referred to in clause 2.4. Any failure or deficiency in the equipment of the Shareholders (or their proxies) in the software, network infrastructure, servers, connection to the internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including information security incidents (which include any unauthorized use, piracy, denial-of-service attack, access denial, potential failure or intrusion that arises from the theft or the illegal interception of a password or a network password or from any other attack), which may prevent the remote participation of Shareholders (or their proxies) in the General Meeting, will, in any case, be the sole responsibility of those Shareholders (or their proxies).

Inability by one or more Shareholders (or their proxies) to follow the proceedings and participate in the General Meeting or to vote electronically during (any part) of the General Meeting does not affect the validity of the General Meeting or any work carried out therein.

2.6. In the event that during the General Meeting the Chair of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts its proceedings, he/she informs the Shareholders (or their proxies) that participate in the General Meeting accordingly.

The Chair of the General Meeting may decide, at his/her absolute discretion, taking into consideration the possible impact on the decision-making process of the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure or whether the proceedings should continue even though some Shareholders (or their proxies) may not have the ability to participate and/or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chair of the General Meeting, the Internet Platform or the Teleconference Application no longer allows all (or some of) the Shareholders (or their proxies) to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chair may, at his/her absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and/or decision-making on the items of the General Meeting or proceed with the General Meeting without the ability for some or all of the Shareholders (or their proxies) that participate remotely in the General Meeting through the Internet Platform and the Teleconference Application to follow the proceedings of the Meeting and/or to vote electronically during (any part) of it. The Chair of the General Meeting notifies this decision, to the extent possible, to the Shareholders (or their proxies) present at the General Meeting.

2.7. If the Chair of the General Meeting decides to adjourn or postpone the General Meeting, as mentioned in clause 2.6, then the whole process that has taken place up to the point of the adjournment or the postponement and any decisions taken on the items of the Agenda will be valid.

3. Right to participate in and vote at the General Meeting

3.1. The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chair of the Meeting.

3.2. Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real time, electronically, provided that he/she has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account on the Internet Platform, according to clauses 1.1 to 1.6 of the present document and to the instructions provided in the Invitation.

3.3. In order to participate in the General Meeting, the Shareholders (or their proxies) must connect through the Internet Platform before the start of the General Meeting and declare that they intend to participate in the General Meeting. Following the declaration of the intention to participate, the Shareholders (or their proxies) will receive by e-mail a personalized information message with the link that must be followed to connect to the Teleconference of the General Meeting.

3.4. On the date of the General Meeting, in order to participate in the proceedings, the Shareholders (or their proxies) must connect in a timely fashion to the Internet Platform, **at least fifteen (15) minutes before the start time of the General Meeting** that has been announced in the Invitation, and declare the number of voting rights with which they will participate in and vote at the General Meeting.

3.5. The Shareholders (or their proxies) that have not connected to the Internet Platform in time before the start of the General Meeting, in accordance with clause 3.4 above, and until the announcement of the start of the proceedings by the Chair of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to be given the floor and submit questions to the General Meeting and will only be able to follow the live stream of the General Meeting via the Teleconference.

3.6. The Shareholders who have not appointed a proxy or a representative by the deadline [i.e. at least forty-eight (48) hours before the date of the General Meeting], but who, however, have connected in time to the Internet Platform before the start of the General Meeting will, in accordance with clause 3.4, participate in the General Meeting, unless the General Meeting refuses their participation for a material reason and justifies its refusal. In that case (of reasoned refusal), they will not be counted among the Shareholders that are present at the General Meeting and will only be able to follow the live stream of the General Meeting via the Teleconference.

3.7. The Shareholders (or their proxies) who have complied with the above formalities and have connected in time to the Internet Platform before the start of the General Meeting: (i) are considered to be present in person at the General Meeting; (ii) are included in the calculation of the quorum of Shareholders present or represented at the General Meeting and in the calculation of the percentage of the issued share capital of the Bank present or represented at the General Meeting, based on the number of voting rights they stated they would exercise in accordance with clause 3.3 above; (iii) will be able to follow the proceedings of the General Meeting via electronic or audio-visual means; (iv) will have the right to vote in real time during the General Meeting on the items of the Agenda at the time announced by the Chair of the General Meeting; (v) will be

able to be given the floor and address the General Meeting orally during the General Meeting; (vi) will receive information on the registration of their vote.

3.8. The names of the Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if any).

3.9. Any early disconnection from the Internet Platform before the end of the General Meeting by Shareholders (or their proxies) who had been connected in time according to clause 3.4 does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected. Shareholders can reconnect to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all their rights to participate and vote electronically.

In all other cases, the Shareholders (or their proxies) will only be able to follow the live stream of the General Meeting via the Teleconference.

3.10. The Shareholders (or their proxies) will be able to vote electronically from the moment the Chair of the General Meeting announces the start of voting on the items of the Agenda, following the completion of the proposals and the discussion on the items of the Agenda, and until the point when the Chair of the General Meeting announces the end of voting. The Chair of the General Meeting may, at his/her absolute discretion, decide that the voting can take place from the start of the General Meeting and until the moment when he/she announces the end of voting.

3.11. For the Shareholders (or their proxies) that participate in the voting on the items of the General Meeting that takes place before the General Meeting (Mail Vote), the voting on the items of the Agenda will be possible solely and exclusively for the time period indicated in the Invitation to the General Meeting.

After that time point, it will not be possible for the Shareholders (or their proxies) to participate by Mail Vote in the voting on the items of the Agenda that takes place before the General Meeting.

Upon entering the Internet Platform, Shareholders will declare the number of voting rights with which they wish to participate in the General Meeting and to vote and, if they wish, they can amend that number (to a lower one). The Shareholders (or their proxies) that voted in time, as stipulated above, can follow the live stream of the General Meeting via the Teleconference.

3.12. The Shareholders that voted by Mail Vote in time, as stipulated above, **before the General Meeting, will be able to withdraw their vote, as follows:**

a) If they voted before the General Meeting through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, up until the start of the General Meeting.

b) If they voted before the General Meeting by sending the "Mail Vote Form" to the Bank, they will be able to withdraw their vote in the same manner in which they submitted it, by 10:00 on 1.4.2021 at the latest.

The aforementioned Shareholders may, if they wish, participate in person in the General Meeting, under clauses 1.1 to 1.5 and 3.1 to 3.9 of the present document.

4. Vote confirmation and voting results

4.1. The submission of the vote by the Shareholder (or his/her proxy) through the Internet Platform is final and cannot be withdrawn, subject to the conditions in par. a) and b) of clause 3.12.

4.2. Each Shareholder (or his/her proxy) who voted at the General Meeting (including by Mail Vote) will receive from the HCSD S.A. a confirmation of registration of his/her vote on the items of the Agenda through the Internet Platform, after the end of the General Meeting.

4.3. If the voting rights which were declared for participation in the General Meeting are not fully exercised by the Shareholder during the voting, then, after the end of the General Meeting, he/she will receive, in accordance with clause 4.2, a confirmation by the HCSD S.A. where the remaining rights will be noted as "ABSTAIN".

4.4. The results of the voting on the items of the General Meeting will be published on the website of the Bank, in accordance with the law.

5. Communication

For any questions concerning the Terms for the remote General Meeting, you may contact the Shareholders' Section of the Bank by email at ShareholdersSection@alpha.gr or by telephone at +30 210 343 6721 and 210 343 6754 (daily from 9:00 to 15:00).

For any information regarding technical support to Shareholders and their proxies, you may contact the Help Desk by email at AXIAeShareholdersMeeting@athexgroup.gr or by telephone at +30 210 336 6120.

Appendix – Definitions

Bank: The banking société anonyme under the name “**ALPHA BANK S.A.**”

General Meeting: The Extraordinary General Meeting of Shareholders of the banking société anonyme “ALPHA BANK S.A.”, which will take place on April 2, 2021, remotely in real time via teleconference and with the use of electronic means, without the physical presence of Shareholders at the venue, under the conditions of articles 125 and 126 of Law 4548/2018.

Internet Platform: The internet platform <https://axia.athexgroup.gr/en/home> that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the “Hellenic Central Securities Depository S.A.” for the provision of General Meeting services to listed companies, which take place remotely, in real time via teleconference, without the physical presence of the shareholders.

Teleconference Application/Teleconference: The WEBEX set of tools/services that are provided by Cisco Hellas S.A., through which the teleconference is provided.

Mail Vote: The remote participation of Shareholders in the voting on the items of the General Meeting that will take place before the General Meeting.

Shareholder of the Bank: The natural or legal person that appears as a Shareholder of the Bank in the records of the Dematerialized Securities System (DSS) operated by the “Hellenic Central Securities Depository S.A.” (that is, the Central Securities Depository which provides registry services under the meaning of par. 6 of article 124 of Law 4548/2018) at the start of the fifth (5th) day before the date of the Extraordinary General Meeting (“Record Date”), i.e. on March 28, 2021, and has the right to vote, his/her proxies, as well as the proxies of Shareholders or persons otherwise exercising the right to vote representing legal persons.

Terms for the remote General Meeting: The present terms and conditions.

Chair of the General Meeting: The Chair of the General Meeting that will take place remotely in real time via teleconference and with the use of electronic means, without the physical presence of Shareholders at the venue.

Third-Party Suppliers: The companies “Hellenic Central Securities Depository S.A.”, headquartered in Athens, and “Cisco Hellas S.A.”, headquartered in Maroussi, Attica.