ALPHA
SERVICES AND HOLDINGS

Remuneration Policy of the Members of the Board of Directors

2024

Adopted on:

Effective date:

1. Introduction

Alpha Services and Holdings S.A. (the “Company”) has established a Remuneration Policy (the “Policy”) to describe the key components of the remuneration framework of the Members of the Company’s Board of Directors (the “BoD”), as per the provisions of articles 110 and 111 of Law 4548/2018 (the “Company Law”) which incorporated into Greek law the relevant provisions of the Shareholders Rights Directive (EU) 2017/828 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement.

The Policy’s aims, goals, and objectives are as follows:

- The Policy’s objective is to support and promote the business strategy, the long-term prospects and sustainability of the Company and its Subsidiaries’ (the “Group”) operations, as well as to enhance transparency through the description of the remuneration framework.
- The primary goal of the Policy is to ensure that the long-term performance of the Company is aligned with market practices and the business strategy, while aiming to create value for the Shareholders and other Stakeholders.
- The Policy aims to ensure an overall remuneration structure capable of recognizing the managerial value of the individuals involved and the contribution made to the growth of the Company in relation to their respective skills and to reward the achievement of performance objectives, linked to financial and non-financial targets.
- The Policy aims to attract, retain and motivate human resources with the professional qualities required according to the growth prospects of the Company, with particular attention to positions considered key to the development and management of the business.
- The Policy seeks to align fixed and variable remuneration with commercial results and effective risk management, thereby aligning the interests of the Company, its employees and its Shareholders.
- The Policy aims to ensure compliance with the legislative and regulatory framework.

The Policy is subject to all applicable laws and regulations (“All Applicable Laws”) including the provisions of Law 4548/2018, Law 4261/2014 (including articles 84 to 88), Directive 2013/36/EU (including articles 92 and 94) the Bank of Greece Executive Committee Act No. 178/5/2.10.2020, the European Banking Authority (EBA) Guidelines on sound remuneration policies and the relevant Collective Labor Agreements (sectoral, enterprise level etc.) all as in force from time to time.

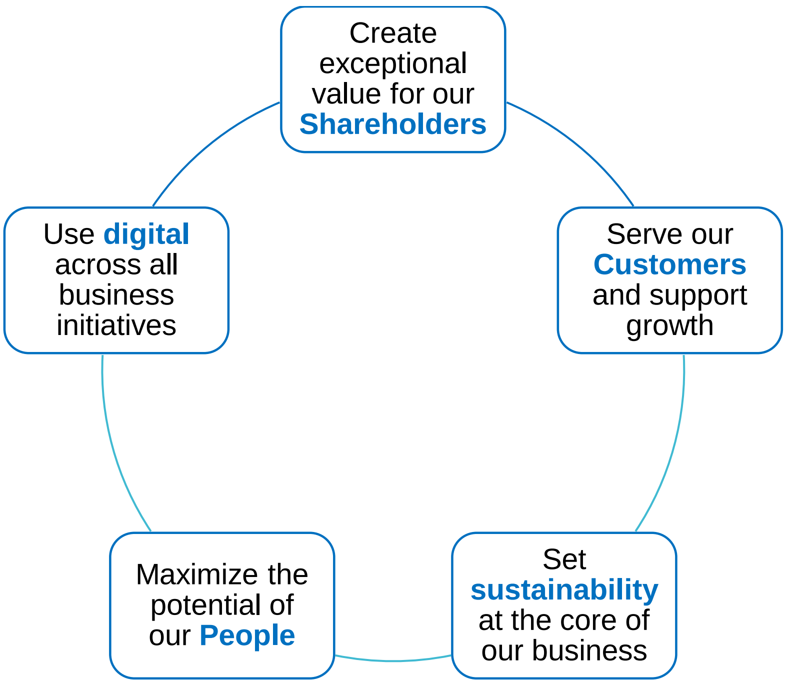
Overview of changes compared to 2023 Remuneration Policy

The main points of the updated and amended Remuneration Policy compared to the 2023 Remuneration Policy are the following:

- Addition of information with regards to the link between the Remuneration Policy of the members of the Board of Directors and employee compensation and working conditions, as well as the link between business and remuneration strategy.
- Enhancement of the remuneration governance model section by adding the role of Control Functions.

- Provision of further details regarding temporary exceptions from the Policy.
- Addition of cross-reference to Remuneration Report with regards to the salaries' benchmarking analysis.
- Inclusion of reference to the ceiling introduced by Law 5078/20.12.2023 on the contributions to the occupational (IORP) and insurance savings plans effective from 1.1.2024.
- Regarding the remuneration of Executive Members:
  - Reintroduction of variable remuneration for Senior Executives following the lifting of the bonus ban
  - Disclosure of information with regards to IORP and Senior Executives Savings Plan
  - Introduction of profit distribution to staff members
  - Provision of additional details on variable remuneration payout structure
  - Disclosure of additional information on short-term performance metrics
  - Introduction of Combined Bonus Plan including long-term targets
  - Disclosure of additional information with regards to the bonus pool calculation process
  - Further explanation of the conditions of the Senior Executives Severance Payment Policy
- Addition of a section regarding main changes introduced with the 2024 Remuneration Policy and actions taken in response to feedback received by institutional investors and proxy advisors.

Through appropriate compensation mechanisms, the Company aims to achieve its strategic objectives, such as indicatively the following:



2. Key Pillars of the Remuneration Policy

To ensure competitiveness and effectiveness of remuneration as well as transparency, internal equity and alignment with business objectives, the Policy is defined by the following key pillars:

Long-term value creation

The remuneration of the Members of the Board of Directors ensures that the Company's long-term performance is aligned with market practices and the business strategy, while aiming to create value for the Shareholders and other Stakeholders.

Risk management

The Policy discourages excessive risk-taking to avoid distorted incentives that could lead to any breach of law and the applicable regulatory framework and might jeopardize the viability of the Company and its Group. It ensures that remuneration practices are aligned with the overall risk appetite, taking into account all risks, including reputational, climate-related, environmental and social risks. Additionally, it is adequately formulated to ensure the appropriate capital and liquidity levels needed to support all activities.

Attraction and retention

The Company aims to attract, motivate and retain highly-skilled Executives, including Members of the Board of Directors, while being aligned to corporate governance, legal and compliance standards, taking into account the long term interests of Stakeholders. Market conditions and the promotion of the Group's values are taken into consideration, establishing a tight connection between remuneration and performance.

Remuneration linked to performance evaluation

The performance-based elements of the variable remuneration of Executive Board Members are linked to Key Performance Indicators (KPIs) to ensure focus on the Business Plan objectives and the proper alignment of behaviors with prudent risk-taking and risk appetite. All variable remuneration elements promote the long-term goals determined by the Strategy of the Company and its Group. The variable remuneration adheres to applicable laws and regulations on acquiring and retaining shares (or other financial instruments).

Diversity, Equity and Inclusion

The Policy advances a culture of inclusion based on equal opportunities and safeguards non-discrimination of any kind. It is gender-neutral, supports equal treatment and promotes inclusiveness and diversity in general.

Remuneration Policy in relation to employee compensation and working conditions

The remuneration structure and practices for the employees of the Company were considered when establishing the Policy. The Remuneration Policy for all employees is defined with the aim of attracting, motivating, rewarding and retaining the best talents, and it is assessed on the basis of specific criteria that consider in particular: the comparison with the market, the internal equity of the Company, the characteristics of the roles and the responsibilities assigned, as well as the distinctive skills of the people and their performance and motivation. Consistent remuneration principles, such as:

- fair pay for corresponding levels of responsibility and performance;
- competitiveness based on market benchmarking;
- support of prudent risk-taking, and
- alignment with the long-term interests of all Stakeholders,

apply to both the Executive Members of the Board of Directors and all other Group Employees.

In order to ensure that the remuneration practices and structure are as consistent as possible across the Company, the Remuneration Committee and the Board of Directors receive periodic updates on the wider employee remuneration structure and practices within the Company, which are considered when establishing, updating and implementing the Policy. On the other hand, it is acknowledged that the remuneration structure for the Executive Members of the Board of Directors is necessarily different to that of less senior employees as a result of their role and ability to impact the performance of the business.

It is noted that the remuneration of Non-Executive Members is not comparable to the structure of remuneration for the employees and the Executive Members of the Company.

The following characteristic elements of the Remuneration Policy apply to all Company employees including the Executive Members of the Board of Directors:

a) incentive schemes, to link variable remuneration of all employees to Company performance;

b) all employees are considered eligible for a bonus established on the basis of objectives set at Executive Committee level and cascaded to employees at all levels, allowing for constant dialogue and feedback on expected performance and the progress of planned activities;

c) an inclusive pension scheme (Institution for Occupational Retirement Provision) for all regardless of whether employees match the employers' contributions;

d) benefits applicable to all employees (indicatively, collective health insurance policy, collective insurance savings plan and outpatient insurance program).

Further to the above principles and practices, the remuneration structure for the Executive Members also considers the wider impact on the overall performance of the Company and reflects the higher expectations with respect to their role.

Business and Remuneration Strategy

The Company's compensation approach is connected to performance and market awareness and is aligned with business strategy and the Shareholders' long-term interests.

The key pillars of the Remuneration Policy reflect the Company's goal to build year after year a remuneration framework aligned with long-term strategies and goals as well as to be sustainable over time, and to create value for the benefit of all Stakeholders.

The remuneration framework is linked to Company results and is adequately adjusted to take into account all risks. It ensures that capital, funding and liquidity levels are more than adequate to support all ongoing activities and promotes the right behaviors, avoiding distorted incentives that could lead to violation of laws or regulations, or to excessive risk taking.

The Policy has been structured to best support the strategic objectives delivery on a yearly basis, while ensuring that the results delivered are sustainable over time via long-term performance conditions.

The key elements of the Policy that contribute to the Company's business strategy, long-term interests and sustainability are the following:

(a) Differentiation of remuneration, with both fixed and variable elements, according to the role and its contribution to the Company results;
(b) Setting a fair and appropriate level of fixed remuneration encouraging the Executive Members to focus on long-term value creation and avoiding over reliance on undue risk taking;
(c) Balancing short-term and long-term incentives in order to safeguard the long-term performance and sustainability of the Company (see performance metrics, as presented in paragraph 5.2.2.4);
(d) Alignment with the interests of the Shareholders by rewarding Executive Members of the Board of Directors through shares schemes;
(e) Linking variable remuneration to performance evaluation based on Key Performance Indicators (KPIs) derived from strategic goals;
(f) Rewarding behaviors that align with the Company's mission, values and strategy;
(g) Setting of bonus entry conditions (Gates) which are linked to certain KPIs and thresholds, as described in paragraph 5.2.2.4.

3. Scope of the Policy

In accordance with article 110 of the Company Law and the organizational structure of the Company and its Group, the Policy applies to the Members of the Company's Board of Directors. The Articles of Incorporation of the Company may broaden the range of individuals to be covered by the Policy.

It is noted that since the Board of Directors of the Company has the same composition as the Board of Directors of Alpha Bank S.A. (the "Bank"), the Members of the Board of Directors of the Company shall be paid solely by the Bank. Hence, any reference to the remuneration and/or benefits payable to the Members of the Board of Directors of the Company applies to the relevant remuneration they receive as Members of the Board of Directors of the Bank or as per the terms and conditions of their employment contracts with the Bank and the provisions of the applicable legislation.

4. Remuneration Policy Governance

4.1 Remuneration Governance Model

The remuneration governance model aims at ensuring the clarity and reliability of the decision-making processes by calibrating the overall remuneration practices and safeguarding that decisions are taken in an independent, informed and timely manner at the appropriate management level. The model is also focused on preventing conflicts of interest assuring the appropriate disclosure and respecting the principles specified in the applicable legislative and regulatory framework and the respective internal Policy ("Policy on the Prevention of Conflict of Interests"). The Members of the Board of Directors, in alignment with the respective legal and regulatory framework as well as with the provisions of the Company's Articles of Incorporation and the related Group policies for avoiding conflicts of interests, take into consideration the interests of the Company in their decision-making process, refrain from any action that might be detrimental to the Company and promptly notify the Company of any actual or potential conflicts of interests in which they may be involved. Executive Members abstain from any deliberations and resolutions of the Board of Directors regarding their own remuneration.

Role of the Remuneration Committee

The Remuneration Committee ("RemCo") is one of the Board of Directors Committees. Pursuant to its applicable Charter, it reviews and endorses proposals and makes recommendations to the Board of Directors on the Remuneration Policy of the Company and its Group and other remuneration related issues. In particular, the RemCo focuses on the principles of the Remuneration Policy and the remuneration practices as well as the structure and governance of the incentive programs. The RemCo 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. It also recommends to the Non-Executive Members the remuneration of the Members of the Board of Directors on a regular basis.

The main responsibilities of the RemCo are presented in the Remuneration Report, whereas the specific duties and responsibilities as well as the operation of the RemCo are set out in its Charter, which is posted on the Company's website).

{HYPERLINK https://www.alphaholdings.gr/en/Holdings/esg-and-sustainability/advocating-sound-governance-practices/management/committees/remuneration-committee }

The role of the control functions described below pertains to the Remuneration Policy and remuneration structures applicable to Executive Members of the Board of Directors.

Corporate Functions

Role of the Human Resources Function

The Human Resources Function is the key stakeholder of the Policy, as it is responsible for drawing up and evaluating it, including the designing of the remuneration structure, the promotion of diversity, the remuneration levels and the incentive schemes.

Legal Services Function

The Legal Services Function verifies the applicable legal and regulatory framework.

Control Functions

Role of the Risk Management Function

The Risk Management Function assesses how the variable remuneration structure, which applies to all employees (including the Executive Members of the Board of Directors), affects the risk profile of the Company and is involved in supporting the Human Resources Function with regards to the Remuneration Policy and the incentive system for risk-related components. This involvement creates an explicit link between the Company's incentive mechanisms, the Risk Appetite Framework (RAF) as well as the validation of performance and pay, so that incentives are linked to risk taking and risk management.

The Risk Management Function validates and assesses the bonus pool gates, the risk related data and the Key Risk Indicators (KRIs). In order to ensure consistency with the RAF and the economic sustainability of the Group, the Risk Management Function performs an assessment prior to the award of variable remuneration across a predefined set of KRIs, based on a specific RAF dashboard, which may lead to an upward or downward adjustment of the bonus pool, as described in section 5.2.2.4 below (Bonus Pool Calculation Process).

The Risk Management Function also identifies suitable risk-adjusted performance measures and provides qualitative input for the performance evaluation in relation to risk aspects.

Role of the Compliance Function

The Compliance Function analyzes how the Remuneration Policy affects the adherence of the Company to the applicable legal and regulatory framework, the internal policies and the risk culture. The Compliance Function is also involved in supporting the Human Resources Function with regards to the identification of compliance-related measures and the performance evaluation of employees (including the Executive Members of the Board of Directors) in relation to compliance aspects. It reports all identified compliance risks and potential cases of non-compliance to the Board of Directors, through the Remuneration Committee.

The Compliance Function also identifies compliance related performance measures and provides qualitative input for the performance evaluation.

Role of the Internal Audit

The Internal Audit carries out, at least annually, the independent review of the design, implementation and effects of the Remuneration Policy which is applicable to all employees (including the Executive Members of the Board of Directors) on its risk impact on the Company's risk profile and the way these effects are managed.

4.2 Remuneration Policy Approval Process

The Remuneration Committee reviews the Remuneration Policy regularly to ensure, inter alia, the continuous alignment with its principles. The review shall consider shareholder feedback, including the Shareholders' resolutions as well as market and regulatory developments across the sector.

Following its endorsement by the RemCo, the Policy is submitted for approval to the Board of Directors and subsequently to the General Meeting of Shareholders. The result of the voting is binding. If the majority of valid votes are not cast in favor of the Board of Directors proposal at the General Meeting of Shareholders, the Company will submit a new proposal at the following General Meeting of Shareholders. The existing Policy will remain in place until a new Policy is approved.

The Policy must be submitted for approval to the General Meeting of Shareholders at least every four (4) years and whenever a substantial change in the Policy occurs. This Policy was approved by the General Meeting of Shareholders of the Company dated xx.xx.2024 and will be in force for four (4) years unless a substantial change arises and requires its immediate revision. The Policy is published in the General Commercial Registry (GEMI) and remains posted on the Company's website for as long as it is in force.

4.3 Remuneration Report

As per Law 4548/2018 (article 112), the Company shall draft and publish a clear and informative annual Remuneration Report, providing a comprehensive overview of the application of the Policy throughout the year, including the total remuneration received by the Members of the Board of Directors in the previous financial year and the respective rationale. The Company's statutory auditors will check whether the Remuneration Report contains the information required by law.

The Remuneration Report shall be submitted to the General Meeting of Shareholders as a separate item of the Agenda. The vote of the Shareholders on the Remuneration Report shall be advisory. The Board of Directors shall explain in the next Remuneration Report how the result of the vote by the General Meeting of Shareholders has been taken into account.

The Remuneration Report shall be available on the Company's website for a period of ten (10) years following the General Meeting of Shareholders. The Company may keep the Remuneration Report available on its website for a period longer than ten (10) years, provided that it no longer contains the personal data of the Members of the Board of Directors and without prejudice to the provisions of the Regulation (EU) 2016/679 (GDPR).

4.4 Temporary Exceptions

In accordance with the provisions of Law 4548/2018, in exceptional circumstances the Board of Directors may temporarily allow specific exceptions from the Policy. Exceptional circumstances mean the situations where the exception from the Remuneration Policy is required in order to pursue the Company's long-term interests and sustainability as a whole.

Such exceptional circumstances include, but are not limited to the following:

- significant changes in social and economic scenarios or, in any event, the occurrence of extraordinary and unforeseeable events (e.g. pandemics, material change of the macro-economic scenario versus the Business Plan assumptions or other events out of the control of the Company etc.), affecting the Group and/or the sectors and/or the markets in which it operates, which may have a profound impact on the relevant market environment;
- substantial variations in the scope of the business activity during the period of validity of the Remuneration Policy (e.g. transfer of a subsidiary/ business on whose activity the performance objectives of the reference Remuneration Policy were based; acquisition of a significant business, etc.).

Exceptions (if any) may concern mainly the components of variable remuneration and are subject to the caps described in the Remuneration Policy.

The Board of Directors may temporarily allow specific exceptions provided that:
- a reasoned proposal is submitted by the RemCo to the Board of Directors for approval;
- the exception is necessary to serve the long-term interests and sustainability of the Company as a whole;
- such exception does not affect, in any case, the compliance with legal and regulatory obligations.

The Board of Directors's resolution shall also establish the duration of such exception and the specific elements of the Policy that are waived, in accordance with the provisions laid down above.

The process also makes it necessary for all persons concerned to abstain from voting on resolutions related to any exception that may involve them.

5. Remuneration Elements

Strategic Partnership - Lifting of the bonus ban and the salary cap of the HFSF Law

2023 was a critical year for the Company and its Remuneration Policy. In late 2023, a landmark strategic partnership with UniCredit S.p.A. ("UniCredit"), the second largest Italian bank and one of the largest banking groups worldwide, was announced, introducing a long-term cooperation across geographies and products and leading to the Company's full privatization, as UniCredit acquired the whole of the stake of the Hellenic Financial Stability Fund (the "HFSF") thus becoming the largest Shareholder of the Company. This transaction earmarked the first direct investment of a Global Systemically Important Institution (G-SII) in the Greek banking sector after more than 15 years.

In addition, after 14 years of continuous application of a salary cap and a bonus ban on the remuneration of Board and Senior Management Members of the Greek systemic banks that participated in the First and the Second Program of the Hellenic Republic for the Support of Credit Institutions, the applicable framework was amended to allow for the lifting of such salary cap and bonus ban as of 2023, subject to the satisfaction of certain conditions. The Company met such conditions and as a result, the payment of variable remuneration for the Senior Leadership Team

("SLT")[1], including the CEO, has been reintroduced and their salaries have been adjusted, with a view to offering a competitive package, rewarding, incentivizing and fully aligning their interests with the long-term interests of the Company's investors and shareholders.

As the Company continues its transformation during the next years, it is imperative that it is led by highly-skilled Executives who make sound decisions and drive sustainable growth. Attracting and retaining talent is crucial. To this end, the Remuneration Policy strikes a careful balance between aligning executive compensation with shareholder value creation and acknowledging the realities of current market conditions.

In order to preserve market competitiveness, the overall target remuneration is to be aligned with the market data of selected peer groups (European financial institutions as well as similar-size corporates operating in Greece). Further details on the benchmarking analysis are provided in the relevant Remuneration Report.

Since 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 Alpha Bank S.A.

To cater for requirements provided by the legal and regulatory framework as well as for distinctive roles in the Group value creation, the Company provides the (Non-Executive and Executive) Members of the Board of Directors with a different remuneration structure:

Remuneration Element	Non-Executive Members	Executive Members
Fixed Remuneration (BoD Membership)	●	
Fixed Remuneration (salary)		●
Committee Membership/Meetings	●	
Expenses reimbursement	●	●
Benefits, including pension		●
Severance payment		●
Variable Remuneration		●

● - *remuneration component is provided*

[1] Senior Leadership Team ("SLT"): Chiefs – Members of the Executive Committee (including the Executive Members of the Board of Directros) and Chiefs who are not Members of the Executive Committee

5.1 Non-Executive Members of the Board of Directors

The Non-Executive Board of Directors Members are elected by the General Meeting of Shareholders (the “GM”) for a term that cannot exceed the provisions of the applicable law and of the Company’s Articles of Incorporation.

Each Non-Executive Member of the Board of Directors, including each Independent Non-Executive Member, receives a fixed annual fee solely for their participation in the Board of Directors. The fixed annual fee takes into account the time devoted to the meetings of the Board of Directors and the execution of duties assigned to the Member, according to the aforementioned Policy principles. The Non-Executive Members of the Board of Directors receive no variable compensation and neither are they part of retirement plans, severance payment programs or performance incentives.

The remuneration of the Non-Executive Members is approved by the General Meeting of Shareholders after being endorsed by the Board of Directors, further to a recommendation by the RemCo, as provided by law.

Depending on their position in the Company’s and the Bank’s Board of Directors Committees, each Non-Executive Member, including each Independent Non-Executive Member, may receive an additional annual fee for their role (either as Chair or as a Member) in any such Board of Directors Committee. This fee is reviewed annually, in accordance with the relevant legislative requirements, taking into consideration the time commitment and the active participation in the Committees. The relevant criteria for determining such an additional fee include, among others, whether the Non-Executive Member acts as Chair in the relevant Board of Directors Committee, the number of Board of Directors Committees in which a Non-Executive Member may participate, the nature of the Board of Directors Committee, etc.

Non-Executive Members are paid for their participation in up to three Committees of the Board of Directors. Moreover, a Member of the Board of Directors who is at the same time a Member of the Audit Committee and of the Risk Management Committee is paid for participation in only one of these Committees. Only if the Member of the Board of Directors is the Chair in one of the abovementioned Committees, may he/she be paid for participation in both. The level of fees of Non-Executive Members per Committee/role is provided in the Remuneration Report.

Expenses, such as travel and accommodation, in relation to Board of Directors and Committee meetings and relevant costs are reimbursed as per the Expenses Policy for the Non-Executive Members, including each Independent Non-Executive Member, which is reviewed annually. The Non-Executive Members of the Board of Directors may be provided with a corporate mobile telephone for the discharge of their duties. The Chair may additionally be granted a corporate card for the related business expenses arising from discharging his/her duties. All such expenses are approved by the Board of Directors, following a relevant endorsement by the RemCo, on an annual basis. Furthermore, all payments are subject, where applicable, to social security, income tax, special tax levy (STL) and stamp tax withholdings.

5.2 Executive Members of the Board of Directors

The Executive Members of the Board of Directors have in place employment contracts of indefinite duration with the Bank (the “Employment Contracts”), which are regulated by All Applicable Laws, including the provisions on related party transactions, transparency, and accountability under Law 4548/2018 (transposing into Greek Law the respective provisions of the Shareholders Rights Directive II) and provide for termination according to the applicable labor law. For any payment that may take place to Executive Members of the Board of Directors under the Company’s Senior Executives Severance Payment Policy see relevant paragraph (5.2.2.6) hereinafter. The Executive Members of the Board of Directors do not receive any remuneration for their participation in the Board of Directors.

The remuneration of the Executive Members of the Board of Directors consists of the following:

5.2.1 Fixed Remuneration

The levels of fixed remuneration are determined by the Company, in accordance with All Applicable Laws and taking into account market standards and trends. The process entails a market benchmarking exercise with the support of external advisors, in order to make informed decisions and to adopt competitive reward structures for effective retention and motivation of the key Senior Executives, taking into account remuneration package in the peer group, comprising a mix of Greek companies and comparable European banks (determined by reference to size, capitalization, turnover and total assets).

Fixed Remuneration (salary)

The salary, in compliance with the applicable law provisions, is determined according to international trends, evolving market conditions, benchmarking analysis as described above and the following: the position and internal grade, the duties, the level of responsibility and risk-taking, the skills required for the exercise of duties, the competence and the experience of the Executive Members of the Board of Directors.

Corporate Benefits and Expenses

The Executive Members of the Board of Directors are entitled to benefits and corporate expenses reimbursement, in line with market practices, which are determined by the Bank’s Policies, as amended and updated from time to time, and are subject to the applicable legislation.

The range of benefits to which they may be entitled includes but is not limited to: life and health insurance (relevant to inpatient and outpatient coverage), private defined-contribution savings plans, staff pricing on banking products (i.e. mortgage loans), corporate car, mobile, reimbursement of travel and business expenses, allowances related to children and childcare etc.

Additionally, aiming to harmonize pension-related benefits, a new pension scheme covering the Group Employees in Greece has been introduced. The scheme is governed by Directive (EU) 2016/2341 on the activities and supervision of institutions for occupational retirement provision (IORP II Directive, transposed into Greek legislation with Law 4680/2020) and operates under the supervision of the following regulatory authorities: the Ministry of Labour and Social Security, the National Actuarial Authority and the Hellenic Capital Market Commission. Existing plans have been unified by creating one scheme for all and adopting a common approach at Group level in Greece. Through this new pension scheme, the Company has moved away from a hierarchy-based approach plan by segmenting cohorts based on salary levels as per market standards. The Company has focused on increasing employee inclusiveness and engagement.

A Savings Plan has also been introduced as a supplement to the IORP for the CEO and the Chiefs Members of the Executive Committee, who are employed at the Bank under an employment contract, which mainly aims at strengthening the Company's ties with its Senior Executives, including the Executive Members of the Board of Directors, responding to the need to retain them and to align their long-term interests with the interest and the business targets of the Company.

Additional information on the Company's contributions to the IORP and Savings Plan of the Executive Members of the Board of Directors are provided in the Remuneration Report.

Based on Greek Law 5078/20.12.2023 a ceiling was introduced on the contributions to the occupational (IORP) and insurance savings plans effective from 1.1.2024. In particular, total contributions paid by both employees and employers may not exceed annually and cumulatively 20% of the gross income of employees, which also applies to the Executive Members of the Board of Directors.

The cost of the benefits is reviewed and approved by the Board of Directors, following a recommendation by the RemCo, taking into consideration that the abovementioned benefits are granted at the discretion of the Bank, which maintains the right to modify or revoke them.

5.2.2 Variable Remuneration of the Executive Members of the Board of Directors

All variable remuneration elements described in the present policy apply to the Company's and Bank's employees including the Executive Members of the Board of Directors.

5.2.2.1 General Principles of Variable Remuneration

All variable remuneration elements promote the long-term goals determined in the Strategy of the Company and its Group, guaranteeing prudent risk management. The performance-based elements of variable remuneration are linked to Key Performance Indicators (KPIs) to ensure focus on the Business Plan objectives. The key objectives of the Variable Remuneration Framework are:

- To act as a key driver of motivation and retention of employees
- To reward achievement by directly linking pay to performance
- To strengthen the alignment of various stakeholders' interests
- To align the variable remuneration with the Risk Appetite Framework and performance of the Company, its Business Areas and employees

The Variable Remuneration Framework is based on a set of underlying guiding principles, so as to ensure that remuneration is competitive, effective and transparent. Specifically, the Variable Remuneration Framework is:

- Group, Business Area and Individual performance-oriented, linked with financial results, major strategic projects and Values.
- Meritocratic and based on a clear set of rules and criteria.

Variable Remuneration is compliant with All Applicable Laws, as in force from time to time, including, among others:

- Payout structure provisions, referring mainly to the award of variable remuneration amounts to the Material Risk Takers (MRTs), in the form of cash and/or share-linked or other equivalent non-cash instruments, subject to All Applicable Laws.

- The cash component of Variable Remuneration may, at the Company's discretion and subject to All Applicable Laws, be disbursed from the distributable funds authorized for distribution by the Annual General Meeting (the "AGM"). Any such distribution shall be submitted to the AGM for approval by the Board of Directors, following respective recommendation to the Board by the Remuneration Committee. In the absence of distributable funds or if no distribution is authorized, the MRTs may be offered alternative options for receiving the cash component in share-linked or other equivalent non-cash instruments under any program operated by the Bank at the time (including for example the Program for the free distribution of shares to employees of the Bank and its subsidiaries).

- Provisions on acquiring shares, as these are depicted in the Share Schemes' specific terms approved each time by the AGM.

- Payout allocation provisions, according to which:
  - up to 40% of the remuneration awarded to members of the SLT is paid within the year in which the allocation has been determined and at least 60% of the awarded remuneration is deferred for five (5) years,
  - a one-year lock-up period applies to instruments.

  With regards to the Combined Bonus Plan ("CBP") the payout structure is described in detail below.

- Provisions on retaining variable remuneration, including malus and clawback provisions.

5.2.2.2 Variable Remuneration Framework

A Performance Incentive Program ("PIP") was introduced and operated until the performance year of 2023.

Starting from year 2024, the Combined Bonus Plan ("CBP") will replace the PIP and additionally to short term targets, it will also include long-term conditions for the SLT and other MRTs over the de minimis[2] threshold to align Variable Remuneration pay outcomes with the long-term performance of the Group and contribute to the attainment of the Group's long-term strategic (including profitability and sustainability) goals.

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[2] De minimis threshold: staff whose annual Variable Remuneration is above the de minimis threshold (up to Euro 50,000) are subject to the provisions pertaining to instruments, retention and the deferral period

The CBP acts as the backbone of the Variable Remuneration in order to reward the performance of the previous year on a Group, Business Area and Individual basis. Performance criteria are aligned with the short-term objectives of the Company's strategy, as incorporated in the annual budget. It is based on the principle of equal treatment, facilitates collaboration among individuals and Business Areas and encourages top performance and prudent risk management. The CBP applies to all employees. In particular, for the SLT (including the Executive Members of the Board of Directors) and other MRTs (other than Control Functions) over the *de minimis* threshold short-term targets and additional long-term performance conditions are set.

5.2.2.3 Share Schemes- Payment Structure

The following share schemes are vehicles for providing instruments for the payout of the Company's bonus schemes (i.e. for PIP applicable up to 2023 and CBP starting from year 2024).

Stock Option Plan

A Stock Option Plan was established by virtue of a resolution of the AGM of Shareholders in 2020 for the period of 2020-2024, providing the beneficiaries (i.e. employees of the Company or its Affiliated Companies, eligible for variable remuneration payable in instruments as per the Company's or its Affiliated Companies' Remuneration Policy and Performance Incentive Programs, excluding the Non-Executive Members and the Independent Non-Executive Members of the Issuer's Board of Directors) with the option right to receive newly-issued, common, registered, voting, dematerialized shares of Alpha Services and Holdings S.A.. Subject to All Applicable Laws, the Stock Option Plan is operated on the basis of a Regulation approved by the Board of Directors of the Company. The purpose of the Stock Option Plan is the payment of variable remuneration in kind to the beneficiaries to align their long-term interests with those of the Company.

Stock Award Plan

A Stock Award Plan (the "Stock Award Plan" or the "Plan") was established by virtue of a resolution of the AGM of Shareholders in 2023 (the "Shareholders' Resolution") for the period of 2023-2027 Subject to All Applicable Laws, the Stock Award Plan is operated on the basis of a Regulation approved by the Board of Directors of the Company, whilst its operation is supported by a Share Buyback Program.

The purpose of the Stock Award Plan is the provision of variable remuneration in the form of common, dematerialized shares with voting rights, issued by the Company (the "Shares") to members of the Management Team, MRTs and other Employees of the Company, including those providing services on a permanent basis pursuant to article 114 par. 1 of law 4548/2018, and its affiliated companies, within the meaning of article 32 of law 4308/2014 (the "Beneficiaries"). The Shares shall be acquired through the Company Share Buyback Program, approved by the AGM of the Shareholders of the Company held on July 27, 2023.

Such variable remuneration in the form of Shares, payable for the purposes of aligning the Beneficiaries' long-term interests with those of the Company and creating retention incentives for the Beneficiaries, shall be awarded and paid to the Beneficiaries subject to the deferral and retention requirements of all applicable laws and regulations on variable remuneration in Credit and Financial Institutions, including law 4261/2014 (including articles 84 to 88), CRD V (including articles 92 and 94), the Bank of Greece Executive Committee Act 178/5/2.10.2020 (including, in particular, paragraphs 170 to 175) and the EBA Guidelines on Sound Remuneration, all as amended and in force from time to time (the "Applicable Laws and Regulations").

5.2.2.4 Combined Bonus Plan

Short-term Performance metrics

The short-term targets of the Combined Bonus Plan of the Company, which is applicable starting from 2024, as well as those of the Performance Incentive Program, which is applicable up to the performance year 2023, are linked to Key Performance Indicators (KPIs) that may vary each year and are always subject to the approval of the Board of Directors. The criteria/conditions which, if fulfilled, will lead to the payment of the variable remuneration are the following:

- criteria for the Company's financial performance, which include but are not limited to, the achievement of specific financial targets, including KPIs relating to the Company's Business Plan as updated from time to time;
- non-financial performance criteria that may relate, for example, to the compliance with the Company's risk-taking strategy or to the adherence to the risk management policy;
- criteria linked with corporate social responsibility and/or wider ESG-related goals, related to the actions and initiatives that the Company may be developing;
- criteria associating behaviors to the Values of the Group.

The performance of the Executive Members of the Board of Directors is assessed through an annual evaluation process, based on the performance of the previous year, which has been set to achieve clarity of performance objectives and to ensure their coherence and consistency with the business strategy. Their performance is depicted in a balanced scorecard that translates the Strategic Objectives and Values of the Company into operational goals, both quantitative and qualitative ones.

The balanced scorecard for Senior Executives (below the level of the CEO) includes the following targets:

Group Targets (may weigh up to 30% of the total evaluation)	**Individual Targets**
Both **quantitative and qualitative metrics** measuring the financial, customer related, operational and organizational performance and effectiveness of the Group, ensuring alignment to Risk and Compliance culture and financial resilience. Group targets may reach a weight of 30% at the SLT level. Examples of KPIs include: Financial targets (ROTE, % of the NFCI on total Revenues, Cost/Income Ratio); Customer related targets (Bank Customer NPS, Sustainable Financing products, Total Banking Expansion); Operational Efficiency targets (Operating income / FTE); Organizational effectiveness targets (Engagement index, IT CAPEX consumption, NPS of Digital channels); Risk and Control targets (operational risk targets, NPEs, liquidity ratios, capital ratios), etc.	i. **Quantitative KPIs** measuring financial, customer-related, operational and organizational performance and effectiveness of the Business Unit, ensuring alignment with Risk and Compliance metrics; Examples: Financial performance (e.g. Operating income, Cost/Income ratio, ΔAuM, Staff and General and Administrative costs, RoCET1, RARORAC of gross disbursements, etc); Achievement of growth target/market share in a specific market segment (e.g. Retail, Corporate); Customer satisfaction metrics; productivity metrics, Managerial effectiveness indexes, etc. ii. **Strategic or transformational initiatives** linked to each Business Unit priorities; Examples: Projects that have an important impact for the Company, with specific deliverables and time plan. The projects could be related to transactions, transformation workstreams or could be other strategic projects. iii. **Values based leadership** assessed via a 360º survey (or other tool), linked to the Values of the Group, as well as other Cultural and Leadership elements that are required at SLT level.

The CEO's scorecard includes Individual Targets with a weight of 70% and Values Based Leadership Targets with a weight of 30%. The above-described Group Targets are incorporated in his Individual Targets along with other strategic initiatives.

Long-term Performance Conditions

Starting from the year 2024, the Combined Bonus Plan will replace the PIP and additionally to short-term targets, it will also include long-term conditions for the SLT and other MRTs over the de minimis threshold.

For the SLT including Executive Members of the Board of Directors 40% of the bonus is based on the performance of the reference year (Year 0) and 60% of the bonus is deferred and based on the achievement of additional long-term performance conditions for a three-year period (Year 0 – Year 2), as illustrated in Figure 1 below.

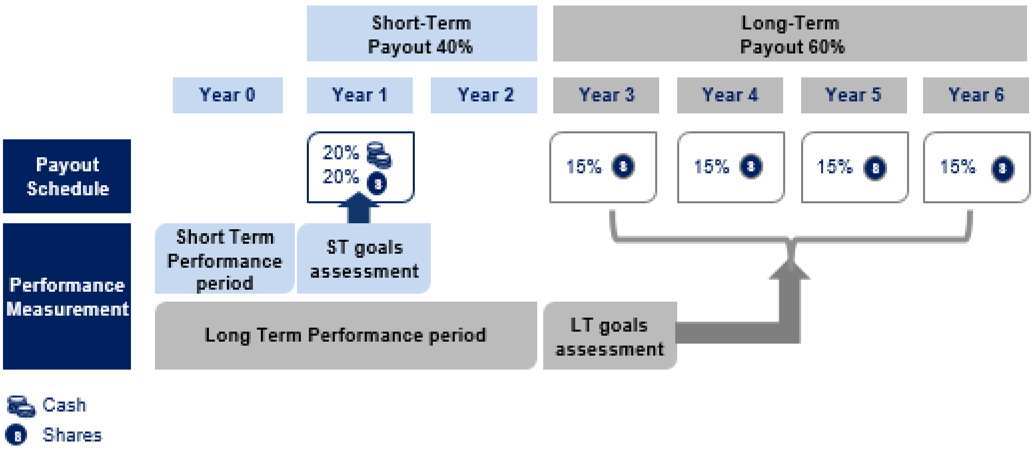


Figure 1: Illustrative Combined Bonus Plan for Senior Leadership Team

Three-year long-term performance targets (i.e., from Year 0 to Year 2) are set in Year 0 and are included in a long-term performance scorecard, as presented in Figure 2. These targets include the following profitability and sustainability metrics:

- Average ROTE for a 3-year period from Year 0 to Year 2 (Return on Tangible Equity: normalized profit after tax over average Tangible Equity; calculated after deduction of AT1 coupon payments and adjusted excluding capital above management target) weighted 80%: key financial Target communicated to market for profitability at Group level. It indicates the commitment of the Company to linking long-term variable remuneration with long-term value creation.
- Relative EPS growth percentage modifier: The 3-year (from Year 0 to Year 2) average EPS (Earnings per Share) growth percentage is calculated for the Bank and the Peer Group. The Peer Group remains the same throughout the 3-year period (Year 0 – Year 2) for the program with reference year Year 0. Depending on which Quartile of competitors the Bank's ratio falls this is translated in an adjustment factor (modifier). This factor will be multiplied with the score of ROTE adjusting it up to +/-20%.
- Sustainability: non-financial targets weighted 20% i.e. Sustainable Finance disbursement targets and Female participation at middle management level and above [3] aiming to incorporate ESG criteria in long-term incentive remuneration.

In case of methodological changes in the calculation of the above KPIs, material change of the macro-economic scenario versus Business Plan assumptions or other events out of the control of the Company, the Remuneration Committee and the Board of Directors may revise long-term targets according to the updated scenario. Such adjustments -if any- will be disclosed in the Remuneration Report.

[3] Female participation at middle management level and above: means the increase of female participation in people management positions

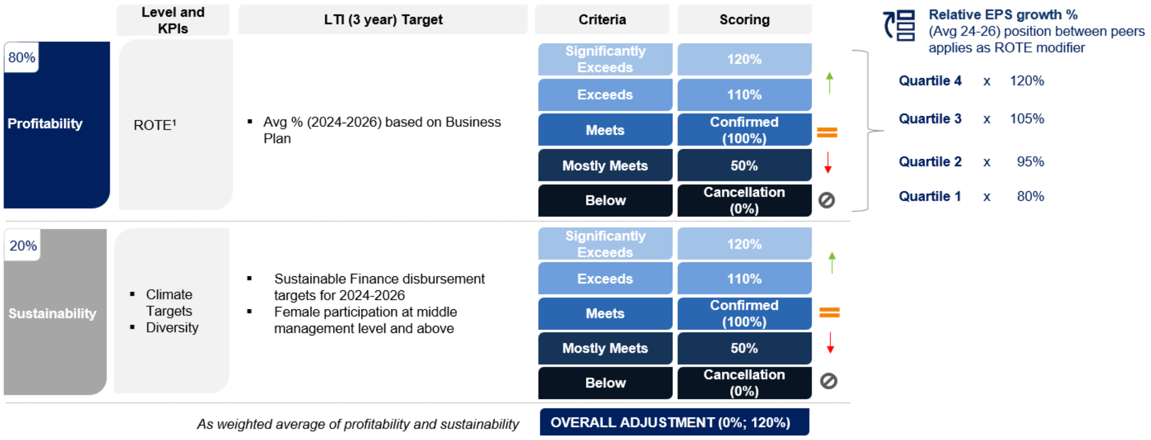


Figure 2: Illustrative Long-Term Performance Scorecard - KPIs

Meet All Targets (MAT) performance level for the reference year (Year 0) is a minimum threshold for the award of the combined bonus. Therefore, only if Year 0 performance is at least MAT, the long-term opportunity opens. The final amount for the deferrals of Years 3 to 6 depends on long-term performance in Years 0 to 2. Long-term targets for the three-year period (Year 0 to Year 2) are assessed in Year 3. The degree of achievement of the long-term targets will determine the adjustment of the deferrals from -100% to +20%.

Emphasis on Long-term performance is highlighted through the higher share of the long-term performance part for the SLT (short-term/long term 40%/60%). The retention period for instruments is one year after vesting.

The following pay-out structure shall apply for the SLT: a 5-year deferral period, resulting in a payout structure of 6 years in total, i.e. 40% upfront payment (20% in cash and 20% in shares) in Year 1 for the performance of Year 0 (reference year) and 4 equal instalments of 15% each (in shares) in Years 3 to 6 subject to achieving the additional long-term conditions in Years 0 to 2.

Bonus Pool Calculation Process

To proceed with a variable remuneration award, a set of thresholds (the “Gates”) should be met. Such thresholds pertain to positive annual profitability, regulatory capital position [set at the minimum Supervisory Review and Evaluation Process (SREP) requirements], asset quality and liquidity metrics.

Gates (RAF-based)	*Ad-hoc (Reviewed Annually)*
Positive Group Net Income (P)	
Positive Solo Net Income (P)	
Capital ratio above SREP requirements (CAD > SREP) (C)	
NPE Stock for Total Portfolio < Early Warning to Recovery (CR)	
Liquidity Coverage Ratio > Reference Year RAF Early Warning to Recovery (L)	
Net Stable Funding Ratio > Reference Year RAF Early Warning to Recovery (L)	

In case the specific Gates are not cumulatively achieved a 100% reduction of the pool applies to MRTs on both the current year bonus and the previous years' deferrals, whereas for the non-MRTs, a significant reduction will apply. Gates breaches can be waived only by an Executive Committee proposal that has to be endorsed by the Remuneration Committee and approved by the Board of Directors.

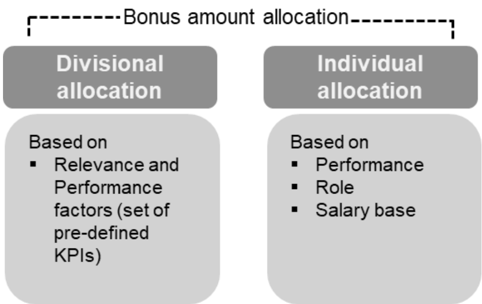
The performance bonus pool amount is calculated on the basis of a pre-defined percentage of the Group's Normalized Profit After Tax, which cannot exceed the currently set threshold of 7%.

To ensure the alignment of the Group's performance with the Risk Appetite Framework (RAF) and the economic sustainability of the Group, the bonus pool may be adjusted upwards or downwards on the basis of a RAF assessment performed by the Risk Management function across a predefined set of KRIs. The methodology envisages an assessment performed by the Risk Management function based on a specific dashboard at Group level including indicators covering relevant risks, namely capital (30% weight), credit risk (30% weight), liquidity (30% weight) and non-financial risks (10% weight). The Risk Management function provides an overall assessment based on the RAF dashboard and the evaluation leads to the definition of a "multiplier" in order to define the adjustment of the bonus pool, which could fall in the range of 50%-120%.

Bonus Pool Allocation to Individuals

Individual bonus allocation, including for the Executive Members of the Board of Directors, is based on the employee's:

- performance evaluation as it derives from the employee's evaluation, based on the Performance Management Framework (Alpha Performance Dialogue),
- role criticality,
- salary base



The performance is assessed through an annual evaluation process based on a five-point rating system[4], which indicates the accomplishment of targets against expectations. Targets are specified and distributed based on the Business Strategy and adapted to the responsibilities of each role. The employees' performance is depicted in a balanced scorecard that translates the Strategic Objectives and Values of the Company into Specific, Measurable, Achievable, Relevant and Time-bound goals.

Employees, including the Executive Members of the Board of Directors, are eligible for a variable remuneration award only if they have achieved at least a "Meets All Targets" rating, i.e. the third of

[4] SET: Significantly Exceeds Targets (5), EAT: Exceeds All Targets (4), MAT: Meets All Targets (3), PMT: Partially Meets Targets (2), SBT: Significantly Below Targets (1)

the five levels of the evaluation scale. On the contrary, employees with a "Significantly Below Targets" or a "Partially Meets Targets" rating are not eligible for variable remuneration.

5.2.2.5 Ratio between Variable and Fixed Remuneration

The annual variable components of the total remuneration cannot exceed 100% of the total annual Fixed Remuneration. However, in line with All Applicable Laws and subject to the AGM of Shareholders approval, the ratio of variable to fixed remuneration may be higher and up to 200% as per EBA Guidelines.

5.2.2.6 Senior Executives Severance Payment Policy

The Board of Directors of the Company dated 25.5.2023 endorsed the resolution of the Board of Directors of its subsidiary, Alpha Bank S.A., which reviewed and endorsed an update and reinstatement of the Senior Executives Severance Payment Policy (the "Policy").

In accordance with this Policy, the Bank may offer to the Senior Management including the Executive Members of the Board of Directors and Key Function Holders of the Bank and members of the Bank's group of companies, at its discretion, a severance payment, in case of termination of their contract on terms and conditions proposed by the Company and taking into consideration All Applicable Laws.

The Policy and any payment effected in its context is voluntary for the Bank (i.e. it is offered at the Bank's discretion) and may be withdrawn at any time by way of a resolution of the Board of Directors of the Bank.

It applies to consensual departures of Senior Executives, who depart as "good leavers"[5] and enter into a Termination Agreement (as defined in the Policy) with the Bank, excluding cases of unilateral termination by the Senior Executive of the relevant employment agreement (by way of resignation) and/or retirement.

Any amount payable by the Bank under this Policy but subject to the terms and conditions of the relevant Termination Agreement shall be paid in cash. No such payment may exceed a total of 24 gross monthly salaries as severance payment except for the CEO. In particular, depending on the years of the Senior Executive's continuous service in the Bank:

- For New Hires and up to 6 years of consecutive service: an amount of 12 gross monthly salaries shall be paid.
- For more than 6 and up to 15 years of consecutive service and for Senior Executives who qualified as "New Hires" under the replaced Policy: an amount of 18 gross monthly salaries shall be paid.
- For consecutive service exceeding 15 years: an amount of 24 gross monthly salaries shall be paid.

[5] Good leaver means any employee whose employment agreement is terminated upon mutual consent and a termination agreement is signed between the Bank and the employee, pursuant to the applicable legal and regulatory framework and the policies of the Bank

- For the CEO (a) who qualifies as a New Hire and up to 15 years of consecutive service an amount of 24 gross monthly salaries shall be paid and (b) for more than 15 years of consecutive service, an amount of 30 gross monthly salaries shall be paid.

The detailed terms for such payment are included in Alpha Bank's "Senior Executives Severance Payment Policy" dated May 2023.

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5.2.2.7 Guaranteed Variable Remuneration

No guaranteed variable remuneration is included in the remuneration schemes. By exception to the rule new Employees only and solely for the first year of employment may be given a sign-up bonus, in accordance with and subject to All Applicable Laws. Otherwise, the new executives participate in short-term and long-term incentive plans on the same basis as existing executives of the Company.

6. Malus and Clawback

Malus and clawback arrangements are explicit ex post risk-adjustment mechanisms, where the Company itself adjusts the remuneration of the staff members that are identified as MRTs ("Staff Member"), including the Executive Members of the Board of Directors, based on such mechanisms (e.g. by revoking or cancelling the cash remuneration or the instruments awarded).

The total Variable Remuneration is subject to malus and/or clawback arrangements in accordance with article 86, point (m) (cc) of Law 4261/2014, regardless of the method used for the payment, including deferral or retention arrangements. Without prejudice to the legal and regulatory framework for the application of malus and clawback, among others, the following criteria shall be used:

a) the Staff Member participated in or was responsible for a conduct which resulted in significant losses for the Company or significant negative impact on the Company's reputation;
b) the Staff Member failed to meet appropriate standards of fitness, propriety, confidentiality, conduct and consistency in the course of meeting his/her obligations to the Company, including his/her debts;
c) evidence of misconduct or serious error by the Staff Member (e.g. material breach of the Code of Conduct and Ethics or other internal Policies, especially those concerning risks) were identified;
d) the Company suffers a significant downturn in its financial performance (e.g. specific business indicators) as a result of the Staff member misconduct;
e) the Company suffer/s a significant failure due to the Staff Member's risk management;
f) significant increases in the Company's economic or regulatory capital base;
g) any regulatory sanctions, e.g. punitive, administrative, disciplinary or otherwise, where the conduct of the Staff Member contributed to the sanction.

In the event that a Staff Member is found and/or judged responsible, following the application of the Company's relevant audit procedures against him/her and/or by decision of the competent audit bodies of the Company, for conduct that falls, in any way and/or in any meaning, directly or indirectly, within the aforementioned cases and constitutes misconduct and/or an act and/or omission, in accordance with the Staff Regulation and the relevant regulatory framework of the Company, clawback and malus arrangements shall apply, following a decision of the competent bodies of the Company.

Prior to the award of variable remuneration, the Risk Management and Compliance Functions, as well as the Internal Audit functions are required to notify the Human Resources function whether any of the criteria set for the application of Malus and Clawback arrangements to Material Risk Takers apply to the Incentive Programs' beneficiaries.

7. Shareholders vote and main changes introduced by the 2024 Remuneration Policy

The voting on the remuneration items during the of Shareholders held on July 27, 2023 was overall positive.

The Company is committed to maintaining clear communication and is actively listening to stakeholders' feedback, in order to address any concerns and enhance the remuneration structure and incentive programs based on pay for performance, and fully aligned with the Stakeholders' interests as well as to best market practices.

The Company actively engages with institutional investors and proxy advisors aiming to share and constructively exchange views on remuneration issues. This feedback has enabled the Company to align its disclosures, Remuneration Policy and Variable Remuneration Framework with market best practices and investors' expectations.

Specific actions are taken in respect of the Remuneration Report and Remuneration Policy of the Members of the Board of Directors in response to such feedback, as indicatively described below:

- Enhanced disclosures on variable remuneration
  - Detailed, enhanced disclosures on how remuneration is determined, including a breakdown of fixed versus variable components.
  - Details are disclosed on the Company's variable remuneration schemes including purpose, value, terms, payout structure, payout mix (cash/instruments) and vesting period.
  - Structure to determine bonus outcome and link to performance clearly described.
- Long-term performance goals – Financial and non-financial performance metrics – ESG KPIs
  - Introduction of Combined Bonus Plan (CBP) which additionally to short term targets also includes long-term conditions over a longer period of time (3 years) for the SLT and other MRTs to align Variable Remuneration pay outcomes with the long-term performance of the Group and long-term interests of Shareholders.
  - The CBP includes both financial and non-financial KPIs (e.g. Sustainable Finance disbursement targets, Female participation at middle management level and above) with specific weights aiming to incorporate ESG criteria in long-term incentive remuneration.

- Benchmarking analysis
  Benchmarking against a carefully selected peer group of similar companies to ensure that the Executive Members’ fixed pay is competitive and aligned with market standards.

- Senior Executives Severance Payment Policy
  The Remuneration Policy provides clear explanation of the rationale and conditions of the Senior Executives Severance Payment Policy.