OFFERING CIRCULAR

ALPHA SERVICES AND HOLDINGS S.A.

(*incorporated with limited liability in the Hellenic Republic*)

and

ALPHA BANK S.A.

(*incorporated with limited liability in the Hellenic Republic*)

as Issuers

EUR 15,000,000,000 Euro Medium Term Note Programme

Under this EUR 15,000,000,000 Euro Medium Term Note Programme (the "**Programme**"), each of Alpha Services and Holdings S.A. ("**Alpha Holdings**") and Alpha Bank S.A. ("**Alpha Bank**" or the "**Bank**" and, together with Alpha Holdings, the "**Issuers**" and each an "**Issuer**", with references herein to the "**relevant Issuer**" being to the Issuer of the relevant Notes) may from time to time issue notes (the "**Notes**") denominated in any currency agreed with the relevant Dealer(s) (as defined below). Notes may be issued as Senior Preferred Notes, Senior Non-Preferred Notes or Tier 2 Notes (each as defined under "*Terms and Conditions of the Notes*"), as specified in the applicable Pricing Supplement (as defined below).

The maximum aggregate nominal amount of all Notes from time to time outstanding will not exceed EUR 15,000,000,000 (or its equivalent in other currencies calculated as described herein), subject to increase as described herein.

The Notes may be issued on a continuous basis to the Dealers specified herein and any additional Dealer appointed under the Programme from time to time, which appointment may be for a specific issue or on an ongoing basis (each a "**Dealer**" and together the "**Dealers**"). References in this Offering Circular to the "**relevant Dealer**" shall, in relation to any issue of Notes, be to the Dealer or Dealers agreeing to purchase such Notes.

This Offering Circular has been approved by the Luxembourg Stock Exchange pursuant to Part IV of the Luxembourg act dated 16 July 2019 on prospectuses for securities (the "**Luxembourg Act**") for the purpose of admitting Notes on the Euro MTF market of the Luxembourg Stock Exchange (the "**Euro MTF**") and shall be valid for a period of 12 months from the date of its approval. Application has been made to the Luxembourg Stock Exchange for Notes issued under the Programme to be admitted to trading on the Euro MTF and to be listed on the Official List of the Luxembourg Stock Exchange (the "**Official List**"). References in this Offering Circular to Notes being "**listed**" (and all related references) shall, where the context so permits, mean that such Notes have been admitted to the Official List and to trading on the Euro MTF. The Euro MTF is a multilateral trading facility and not a regulated market for the purposes of Directive 2014/65/EU (as amended) ("**MiFID II**").

This Offering Circular is valid for 12 months from its date. The obligation to supplement this Offering Circular in the event of a significant new factor, material mistake or material inaccuracy does not apply when this Offering Circular is no longer valid.

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and certain other information which is applicable to each Tranche (as defined under "*Terms and Conditions of the Notes*") of Notes will be set out in a pricing supplement (the "**Pricing Supplement**"), which, with respect to Notes to be listed, will be delivered to the Luxembourg Stock Exchange on or before the date of issue of the Notes of such Tranche. Copies of the Pricing Supplement in relation to listed Notes will also be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

Subject to applicable laws, the relevant Issuer may agree with the relevant Dealer(s) that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes, in which event the relevant provisions will be included in the applicable Pricing Supplement.

The Programme provides that Notes may be listed or admitted to trading, as the case may be, on such other or further stock exchanges or markets (other than in respect of an admission to trading on any market in the European Economic Area ("**EEA**") which has been designated as a regulated market for the purposes of MiFID II) as may be agreed between the relevant Issuer and the relevant Dealer(s). The Issuers may also issue unlisted Notes and/or Notes not admitted to trading on any market.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons (see "*Subscription and Sale*" below).

The Notes of each Tranche will be in bearer form and (unless otherwise specified in the Pricing Supplement) will initially be represented by a temporary global Note which will be deposited on the issue date thereof with a common depositary or common safekeeper on behalf of Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**") and/or any other agreed clearing system and which will be exchangeable, as specified in the applicable Pricing Supplement, for either a permanent global Note or Notes in definitive form, in each case upon certification as to non-U.S. beneficial ownership as required by U.S. Treasury regulations. The applicable Pricing Supplement will specify that a permanent global Note either (i) is exchangeable (in whole but not in part) for definitive Notes upon not less than 60 days' notice or (ii) is only exchangeable (in whole but not in part) for definitive Notes following the occurrence of an Exchange Event, as defined and further described in "*Form of the Notes*" and "*Form of Pricing Supplement*" below.

An investment in Notes issued under the Programme involves certain risks. Prospective purchasers of Notes should ensure that they understand the nature of the relevant Notes and the extent of their exposure to risks and that they consider the suitability of the relevant Notes as an investment in the light of their own circumstances and financial condition. ISSUES OF NOTES INVOLVE RISK AND POTENTIAL INVESTORS SHOULD BE PREPARED TO SUSTAIN A LOSS OF ALL OR PART OF THEIR INVESTMENT. It is the responsibility of prospective purchasers to ensure that they have sufficient knowledge, experience and professional advice to make their own legal, financial, tax, accounting and other business evaluation of the merits and risks of investing in the relevant Notes and are not relying on the advice of the relevant Issuer or any Dealer in that regard. For a discussion of these risks see "*Risk Factors*".

Alpha Holdings has been rated B (senior unsecured preferred), CCC+ (senior subordinated) and CCC (subordinated) by S&P Global Ratings Europe Limited ("**S&P**") and B1 (senior unsecured), B1 (junior senior unsecured) and B2 (subordinated) by Moody's Investors Service Cyprus Limited ("**Moody's**"). Alpha Bank has been rated BB- (senior unsecured preferred), B (senior subordinated) and B- (subordinated) by S&P and Ba3 (senior unsecured), B1 (junior senior unsecured) and B2 (subordinated) by Moody's.

With respect to Alpha Holdings, the Programme has been rated: B (senior unsecured), CCC+ (senior subordinated) and CCC (subordinated) by S&P and B1 (senior unsecured), B1 (junior senior unsecured) and B2 (subordinated) by Moody's.

With respect to Alpha Bank, the Programme has been rated: BB- (senior unsecured), B (senior subordinated) and B- (subordinated) by S&P and Ba3 (senior unsecured), B1 (junior senior unsecured) and B2 (subordinated) by Moody's.

Each of S&P and Moody's is established in the EEA and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of S&P and Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority ("**ESMA**") on its website at http://www.esma.europa.eu/page/List-registered-and-certified-CRAs in accordance with the CRA Regulation. Tranches of Notes issued under the Programme may be rated or unrated by any one or more of the rating agencies referred to above. Neither S&P nor Moody's is established in the United Kingdom (the "**UK**") and neither of them has applied for registration under the CRA Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK CRA Regulation**"). Accordingly the ratings issued by each of S&P and Moody's have been endorsed by S&P Global Ratings UK Limited (in respect of S&P) and Moody's Investors Service Ltd (in respect of Moody's) each in accordance with the UK CRA Regulation. As such, ratings issued by each of S&P and Moody's may be used for regulatory purposes in the UK in accordance with the UK CRA Regulation. Where a Tranche of Notes is rated, such rating will be disclosed in the applicable Pricing Supplement and will not necessarily be the same as the ratings assigned to the Programme. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Arranger

CITIGROUP

Dealers

ALPHA BANK **CITIGROUP**

The date of this Offering Circular is 21 July 2023.

IMPORTANT INFORMATION

This Offering Circular does not comprise a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**").

This Offering Circular comprises a base prospectus for the purposes of Part IV of the Luxembourg Act.

Each of Alpha Holdings and Alpha Bank (the "**Responsible Persons**") accepts responsibility for the information contained in this Offering Circular and the Pricing Supplement for each Tranche of Notes issued under the Programme. To the best of the knowledge and belief of the Responsible Persons (each having taken all reasonable care to ensure that such is the case) the information contained in this Offering Circular is in accordance with the facts and does not omit anything which in the context of the issuance and offering of Notes would be misleading and affect the import of such information.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "*Documents Incorporated by Reference*" below). This Offering Circular shall be read and construed on the basis that such documents are incorporated into and form part of this Offering Circular.

Other than in relation to the documents which are deemed to be incorporated by reference (see "*Documents Incorporated by Reference*" below), the information on the websites to which this Offering Circular refers does not form part of this Offering Circular and has not been scrutinised or approved by the Luxembourg Stock Exchange.

The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or completeness of the information contained in this Offering Circular or any other information provided by Alpha Holdings and/or Alpha Bank in connection with the Programme or any Notes or their distribution.

No person is or has been authorised by Alpha Holdings and/or Alpha Bank to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other information provided in connection with the Programme or any Notes and, if given or made, such information or representation must not be relied upon as having been authorised by Alpha Holdings and/or Alpha Bank or any Dealer.

Neither this Offering Circular nor any other information supplied in connection with the Programme or any Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation or as constituting an invitation or offer by Alpha Holdings and/or Alpha Bank or any Dealer that any recipient of this Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the relevant Issuer. Neither this Offering Circular nor any other information supplied in connection with the Programme or any Notes constitutes an offer or invitation by or on behalf of Alpha Holdings and/or Alpha Bank or any Dealer to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained in it concerning Alpha Holdings and/or Alpha Bank is correct at any time subsequent to its date or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of Alpha Holdings and/or Alpha

Bank during the life of the Programme or to advise any investor in Notes issued under the Programme of any information coming to their attention.

Investors should review *inter alia* the most recently published financial statements and, if published later, the most recently published interim financial statements (if any) of the relevant Issuer when deciding whether or not to purchase any Notes.

IMPORTANT – EEA RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

IMPORTANT – UK RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / target market – The Pricing Supplement in respect of any Notes may include a legend entitled "MiFID II product governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR product governance / target market – The Pricing Supplement in respect of any Notes may include a legend entitled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any distributor should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PRODUCT CLASSIFICATION PURSUANT TO SECTION 309B(1) OF THE SECURITIES AND FUTURES ACT 2001 (2020 REVISED EDITION) OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE "SFA")

The Pricing Supplement in respect of any Notes may include a legend entitled "Singapore SFA Product Classification" which will state the product classification of the Notes pursuant to section 309B(1) of SFA.

The relevant Issuer will make a determination in relation to each issue under the Programme of the classification of the Notes being offered for purposes of section 309B(1)(a). Any such legend included in the applicable Pricing Supplement will constitute notice to each of the "relevant persons" for purposes of section 309B(1)(c) of the SFA.

NOTICE TO INVESTORS IN CANADA – Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Offering Circular (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser.

An investment in the Notes is not an equivalent to an investment in a bank deposit. Although an investment in Notes may give rise to higher yields than a bank deposit placed with Alpha Bank or with any other investment firm in the Group (as defined below), an investment in the Notes carries risks which are very different from the risk profile of such a deposit. The Notes may have no established trading market when issued, and one may never develop.

Investments in the Notes do not benefit from any protection provided pursuant to Directive 2014/49/EU of the European Parliament and of the Council on deposit guarantee schemes or any national implementing measures implementing this Directive in any jurisdiction. Therefore, if the relevant Issuer becomes insolvent or defaults on its obligations, investors investing in the Notes in a worst case scenario could lose their entire investment.

IMPORTANT INFORMATION RELATING TO THE USE OF THIS OFFERING CIRCULAR AND OFFERS OF NOTES GENERALLY

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. None of Alpha Holdings, Alpha Bank or the Dealers represents that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, unless specifically indicated to the contrary in the applicable Pricing Supplement, no action has been taken by Alpha Holdings, Alpha Bank or any of the Dealers which is intended to permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. For details of certain restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the UK, the EEA (including France, Greece and the Republic of Italy), Japan and Singapore, see "*Subscription and Sale*" below.

The Notes have not been and will not be registered under the Securities Act and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (see "*Subscription and Sale*").

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

(i) has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular, the applicable Pricing Supplement or any applicable supplement;

(ii) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;

(iii) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes where the currency for principal or interest payments is different from the potential investor's currency;

(iv) understands thoroughly the terms of the Notes and is familiar with the behaviour of any relevant indices and financial markets; and

(v) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

Some Notes are complex financial instruments and such Notes may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise to evaluate how such Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

This Offering Circular shall only be used for the purposes for which it has been published.

PRESENTATION OF CERTAIN FINANCIAL AND OTHER INFORMATION

Unless otherwise specified herein, all references in this Offering Circular to the "**Group**" are to Alpha Holdings and its subsidiaries and subsidiary undertakings from time to time.

Following the Hive Down (as described in "*The Group – Hive Down*" and as defined below), Alpha Holdings (which, prior to the Hive Down, was called Alpha Bank S.A.) became the holding company of the Group and Alpha Bank was incorporated and registered in the Hellenic Republic as the operating company of the Group. Alpha Holdings is the parent of Alpha Bank and owns all of its shares.

All references in this Offering Circular to Alpha Holdings and Alpha Bank should be read and construed in accordance with the Hive Down. Accordingly, references in this Offering Circular to Alpha Holdings or to Alpha Bank in relation to events or actions that took place prior to the completion of the Hive Down are references to Alpha Bank S.A. (as that company existed and operated at the relevant time).

All references in this Offering Circular to:

- the "**2019 Strategic Plan**" are to the strategic plan of Alpha Holdings approved and announced by the Board of Directors of Alpha Holdings in November 2019; and

- the "**Updated Strategic Plan**" are to the updated strategic plan of Alpha Holdings and Alpha Bank approved and announced by the Board of Directors of Alpha Holdings on 24 May 2021.

The unaudited condensed interim consolidated financial statements of Alpha Holdings (produced in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as it has been adopted by the European Union) for the three months ended 31 March 2023, which are incorporated by reference in this Offering Circular, include unaudited financial information for certain historical dates or periods (collectively, "**Restated Financial Information**") that has been restated to reflect the impact of International Financial Reporting Standard ("**IFRS**") 17. The relevant historical dates or periods are: (i) in respect of balance sheet items, 31 December 2022; and (ii) in respect of income statement items, the period from 1 January 2022 to 31 March 2022. All financial information as of 31 December 2022 and for the year then ended in respect of the Group included in the body of this Offering Circular is audited financial information (which has not been restated) and not Restated Financial Information.

All references in this Offering Circular to "**€**", "**euro**", "**Euro**" and "**EUR**" are to the single currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended and all references in this Offering Circular to "**RON**" are to Romanian New Lei.

All references in this Offering Circular to "**Greece**" or to the "**Greek state**" are to the Hellenic Republic.

In this Offering Circular, unless the contrary intention appears, a reference to a law or provision of a law is a reference to that law or provision as extended, amended or re-enacted.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Some statements in this Offering Circular may be deemed to be forward looking statements. Forward looking statements include statements concerning either Issuer's plans, objectives, goals, strategies, future operations and performance and the assumptions underlying these forward looking statements. When used in this Offering Circular, the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "aims", "seeks", "may", "will", "should" and any similar expressions generally identify forward looking statements. The Issuers have based these forward looking statements on the current view of their management with respect to future events and financial performance. Although the Issuers believe that the expectations, estimates and projections reflected in these forward looking statements are reasonable as of the date of this Offering Circular, if one or more of the risks or uncertainties materialises, including those identified below or which the Issuers have otherwise identified in this Offering Circular, or if either Issuer's underlying assumptions proves to be incomplete or inaccurate, the relevant Issuer's actual results of operation may vary from those expected, estimated or predicted.

The risks and uncertainties referred to above include (but are not limited to):

- the Group's ability to achieve and manage the growth of its business;
- the performance of the markets in Greece and the wider region in which the Group operates;
- the Group's ability to realise the benefits it expects from existing and future projects and investments it is undertaking or plans to or may undertake including, without limitation, the Group's ability to meet any of the targets set out in its 2023-2025 Strategic Plan in whole or in part or otherwise that the 2023-2025 Strategic Plan will be implemented in whole or in part;
- the Group's ability to obtain external financing or maintain sufficient capital to fund its existing and future investments and projects; and
- changes in political, social, legal or economic conditions in the markets in which the Group and its customers operate.

As is the nature of any business plan, the 2023-2025 Strategic Plan, as summarised in the 2023-2025 Strategic Plan Press Release (each as defined below), includes various targets, aspirations and other similar forward looking statements (collectively, "**2023-2025 Targets**"). No assurance is given by either of the Issuers that the Group will be able to meet any of the 2023-2025 Targets, in whole or in part.

Any forward looking statements contained in this Offering Circular speak only as at the date of this Offering Circular. Without prejudice to any requirements under applicable laws and regulations, each Issuer expressly disclaims any obligation or undertaking to disseminate after the date of this Offering Circular any updates or revisions to any forward looking statements contained in it to reflect any change in expectations or any change in events, conditions or circumstances on which any such forward looking statement is based.

STABILISATION

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in the applicable Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public

disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in accordance with all applicable laws and rules.

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RISK FACTORS

Each of Alpha Holdings and Alpha Bank believes that the following factors may affect its ability to fulfil its obligations under Notes issued under the Programme. Most of these factors are contingencies which may or may not occur and neither Alpha Holdings nor Alpha Bank is in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme are also described below.

Each of Alpha Holdings and Alpha Bank believes that the factors described below represent the principal risks inherent in investing in Notes issued under the Programme, but the inability of Alpha Holdings or Alpha Bank to pay interest, principal or other amounts on or in connection with any Notes may occur for other unknown reasons. Prospective investors should also read the detailed information set out elsewhere in this Offering Circular and reach their own views prior to making any investment decision.

THE PURCHASE OF NOTES MAY INVOLVE SUBSTANTIAL RISKS AND MAY BE SUITABLE ONLY FOR INVESTORS WHO HAVE THE KNOWLEDGE AND EXPERIENCE IN FINANCIAL AND BUSINESS MATTERS NECESSARY TO ENABLE THEM TO EVALUATE THE RISKS AND THE MERITS OF AN INVESTMENT IN THE NOTES. PRIOR TO MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS SHOULD CONSIDER CAREFULLY, IN LIGHT OF THEIR OWN FINANCIAL CIRCUMSTANCES AND INVESTMENT OBJECTIVES, (I) ALL THE INFORMATION SET FORTH IN THIS OFFERING CIRCULAR AND, IN PARTICULAR, THE CONSIDERATIONS SET FORTH BELOW AND (II) ALL THE INFORMATION SET FORTH IN THE APPLICABLE PRICING SUPPLEMENT. PROSPECTIVE INVESTORS SHOULD MAKE SUCH ENQUIRIES AS THEY DEEM NECESSARY WITHOUT RELYING ON THE RELEVANT ISSUER OR ANY DEALER.

ISSUES OF NOTES INVOLVE RISK AND POTENTIAL INVESTORS SHOULD BE PREPARED TO SUSTAIN A LOSS OF ALL OR PART OF THEIR INVESTMENT.

Prospective investors should read the entire Offering Circular. Words and expressions defined in the "*Terms and Conditions of the Notes*" below or elsewhere in this Offering Circular have the same meanings in this section. Investing in the Notes involves certain risks. Prospective investors should consider, among other things, the following:

Factors that may affect the relevant Issuer's ability to fulfil its obligations under Notes issued by it under the Programme

RISKS RELATING TO ALPHA HOLDINGS

Alpha Holdings is a holding company.

Notes issued by Alpha Holdings are the obligation of Alpha Holdings only. Alpha Holdings is a holding company and conducts substantially all of its trading activities through its direct subsidiary, Alpha Bank, and the other members of the Group. Alpha Holdings' subsidiaries are separate and distinct legal entities, and have no obligations to pay any amounts due to Noteholders (as defined below) from Alpha Holdings or to provide Alpha Holdings with funds to meet any of its payment obligations under Notes issued by it under the Programme. As Alpha Holdings is a holding company, its ability to make payments to the Noteholders in respect of the Notes issued by it depends largely upon the receipt of dividends, distributions, loans or advances from its subsidiaries. The ability of those subsidiaries to pay dividends, distributions, loans or advances may be subject to applicable laws.

Alpha Holdings' rights to participate in the assets of any subsidiary (including Alpha Bank) if such subsidiary is liquidated will be subject to the prior claims of such subsidiary's creditors, except in the circumstance where Alpha Holdings is also a creditor of such subsidiary with claims that are recognised to be ranked ahead of or which rank *pari passu* with such claims. Accordingly, if one of Alpha Holdings' subsidiaries were to be wound up, liquidated or dissolved, (i) Noteholders would have no right to proceed against the assets of such subsidiary, and (ii) Alpha Holdings would only recover any amounts (directly, or indirectly through its holdings of other subsidiaries) in the liquidation of that subsidiary in respect of its direct or indirect holding of ordinary shares in such subsidiary, if and to the extent that any surplus assets remain following payment in full of the claims of the creditors and preference shareholders (if any) of that subsidiary or if Alpha Holdings is itself a creditor of such subsidiary.

As well as the risk of losses in the event of a Group member's insolvency, Alpha Holdings may suffer losses if any of its loans to, or investments in, its subsidiaries are subject to statutory write-down and conversion powers or if the subsidiary is otherwise subject to resolution proceedings. Alpha Holdings may in the future make loans to Alpha Bank and its other subsidiaries with the proceeds received from Alpha Holdings' issuance of debt instruments (including the issuance of Notes under the Programme). Any loans made with the proceeds from subordinated debt instruments (such as Tier 2 Notes issued by Alpha Holdings) should be expected to be similarly subordinated and replicate, to the maximum extent permitted by applicable laws, the terms of such subordinated debt instruments.

Alpha Holdings retains absolute discretion to restructure such loans to (or any other investments in) any of its subsidiaries, including Alpha Bank, at any time and for any purpose including, without limitation, in order to provide different amounts or types of capital or funding to such subsidiary as part of meeting regulatory requirements, including the implementation of MREL (as defined herein) or the total loss-absorbing capacity requirements in respect of the Group. A restructuring of a loan or investment made by Alpha Holdings in a Group member could include changes to any or all features of such loan, including its legal or regulatory form and how it would rank in the event of resolution and/or insolvency proceedings in relation to the Group member. Any restructuring of Alpha Holdings' loans to any of the members of the Group may be implemented by Alpha Holdings without prior notification to, or consent of, Noteholders.

RISKS RELATING TO THE GROUP

Risks relating to macroeconomic and financial developments in the Hellenic Republic

Uncertainty resulting from the Hellenic Republic's financial and economic crisis has had and is likely to continue to have a significant adverse impact on the Group's business, financial condition, results of operations and prospects.

The Group's business is heavily dependent on macroeconomic and political conditions in Greece. As of 31 December 2022, 89 per cent. of the Group's total net loans and advances to customers and 85 per cent. of net interest income were derived from domestic operations and, as of 31 December 2022, exposure to Greek government securities and derivative financial assets less derivative financial liabilities to the Greek public sector amounted to €6.06 billion.

Greece experienced an unprecedented financial crisis from 2008 to 2016. During this period, the Hellenic Republic faced significant pressure on its public finances and received financial assistance under consecutive stabilisation programmes sponsored by the International Monetary Fund ("**IMF**"), the European Union ("**EU**"), the European Central Bank ("**ECB**") and the European Stability Mechanism ("**ESM**"). The last financial assistance and stabilisation programme was agreed in August 2015 and was completed in August 2018 (the "**ESM Programme**"). In accordance with these programmes, the Hellenic Republic committed to certain substantial structural measures intended to restore competitiveness and promote economic growth in the country.

In August 2018, the Hellenic Republic concluded the ESM Programme with a successful exit and no fourth stabilisation programme was imposed. Notwithstanding that the Hellenic Republic has exited the ESM Programme, as part of the post-stabilisation programme period, it has made specific policy commitments to complete key structural reforms initiated under the ESM Programme within agreed deadlines and has made a general commitment to continue to implement all key reforms adopted under the ESM Programme. Progress on the implementation of such reforms, as well as economic developments and policies in Greece, were monitored under an enhanced surveillance framework in accordance with Regulation (EU) No 472/2013 until August 2022, when Greece exited the framework.

According to EL.STAT (preliminary data published in early March 2023), Greece recorded a rebound in GDP of 5.9 per cent. in 2022 for the second consecutive year (2021: 8.4 per cent.), remaining resilient to adverse external shocks and strong inflationary pressures. Domestic economic activity rose by 5.9 per cent. (real GDP at constant prices), at a stronger pace compared to both the euro area and EU-27 averages (each 3.5 per cent.), amid earlier fears of recession in the EU, soaring energy and food prices, the tightening of the monetary policy stance in response to persistent inflation and elevated geopolitical uncertainty.

Growth dynamics in 2022 were mainly driven by the exports of services (a 9.9 per cent. increase compared to 2021), due to the recovery of tourism, private consumption growth (a 7.8 per cent. increase compared to 2021) and investment growth (an 11.7 per cent. increase compared to 2021).

The European Commission (Source*: European Economic Forecast, Spring, May 2023*) projected for Greece a further GDP increase of 2.4 per cent. in 2023 (increased from the 1 per cent. projected for 2022 in Autumn 2022) and a milder 1.9 per cent. increase in 2024. Furthermore, according to the 2023 Stability Programme of the Greek Ministry of Finance published in April 2023 (the "**Stability Programme**"), in 2023, real GDP is expected to grow by 2.3 per cent., exceeding the EU average growth rate. Solid growth performance in 2023 is expected to be underpinned mainly by investment, supported by the impetus from the Recovery and Resilience Facility (the "**RRF**") and the Public Investment Budget. Private consumption is also expected to support growth, albeit to a lesser extent due to persistent inflationary pressures that weigh on households' disposable incomes. However, fiscal interventions against soaring prices, continued employment gains and the 9.4 per cent. rise in the minimum wage (effective as from April 2023) are expected to support private consumption. The external environment is forecast to remain supportive, underpinned by increased exports of goods and the continued recovery of tourism receipts.

Despite the positive growth outlook, a number of risks remain. The unpredictable developments regarding Russia's war of aggression against Ukraine and their impact on global energy markets and supply chains could spur further inflationary pressures and curb economic activity. These downside risks could also affect the growth outlook of Greece's key trade partners, where a potential deterioration of external demand could weigh negatively on the Greek economy, in particular, through a worse than-expected tourist season (Source: *Post-Programme Surveillance Report. Greece, Spring 2023*).

Further, according to the Hellenic Statistical Authority (Source: *EL.STAT.*, *Fiscal Data (first notification, 21/4/2023)*), in 2022 the general government primary balance returned to positive territory, standing at 0.1 per cent. of GDP (€273 million), exceeding earlier estimates (Source: *Ministry of Finance Budget 2023*) for a deficit of 1.6 per cent. of GDP (€3.4 billion), despite sizeable policy interventions adopted by the Greek government during the year. The performance of the public finances in 2022 is mainly attributed to the overperformance of tax revenues, combined with the economic recovery recorded over the past two years.

According to the 2023 Stability Programme the primary surplus is estimated at 1.1 per cent. in 2023, while public debt is expected to remain on a downward course, falling to 162.6 per cent. of GDP in 2023 (from 171.3 per cent. of GDP in 2022), supported by the expected achievement of primary surpluses, the low interest debt service as well as the strong expected ongoing nominal GDP growth.

Fiscal risks have decreased but could still have a sizeable impact in case they materialise. The solid economic performance in 2022 and the fall in energy prices contribute to the moderation of the risks. Nevertheless, the uncertainty related to Russia's war against Ukraine remains considerable. Following the increase in price levels, pressure on government spending continues to build up, and may prompt higher-than-planned increases in public wages and social expenditure. Risks continue to stem from pending legal cases, most notably the litigation cases against the Public Properties Company (ETAD). On the upside, if the improvement in tax compliance continues, revenues could turn out to be higher than currently expected (Source: *Post-Programme Surveillance Report. Greece, Spring 2023*).

Potential delays in the completion of remaining reforms, the funds inflow from the RRF and the rest of the commitments of the Hellenic Republic *vis-à-vis* the Eurogroup could impact the market assessment of the risks surrounding the creditworthiness of the Hellenic Republic and, therefore, create uncertainty regarding its ability to maintain continuous access to market financing. Such a development could, in turn, have a material adverse impact on the Group's liquidity position, business, results of operations, financial condition or prospects.

The existing forecasts rely on the assumption of persisting geopolitical tensions due to the impact of Russia's invasion of Ukraine, noting however that the economic impact of the war remains highly uncertain and depends, crucially, on its evolution. Further, the Hellenic Republic remains subject to downside risks in view of the very gradual improvement in household disposable income and the vulnerable financial position of a number of business entities. A continued depression in the Greek economy will have a significant material adverse effect on the Group's business, financial condition, results of operations and prospects.

Recessionary pressures in Greece have had and may continue to have an adverse effect on the Group's business.

The Group's business activities are dependent on demand for its banking, finance and financial products and the services it offers, as well as on customers' capacity to repay their obligations, all of which have been adversely affected by the COVID-19 pandemic. The levels of savings and credit demand are heavily dependent on customer confidence, employment trends and the availability and cost of funding.

During the period between 2008 and 2016 the decline in GDP and protracted recession in Greece resulted in significantly reduced disposable income and significantly reduced spending and debt repayment capacity in the Greek private sector. This led to further increases in non-performing loans ("**NPLs**"), impairment charges on the Group's loans and other financial assets, decreased demand for borrowings in general and increased deposit outflows.

The uncertainty created by the prolonged financial crisis in Greece and doubts as to the ability of the Greek economy to recover resulted in a significant outflow of deposits in the Greek banking sector of approximately €37 billion from 31 December 2014 to 31 December 2015 (Source: *Bank of Greece*).

The Group's NPL ratio (defined as NPLs divided by gross loans at the end of the relevant reference period) stood at 4.1 per cent. as of 31 December 2022. The decline in loan portfolios, in combination with a high NPL ratio, may result in decreased net interest income, and this could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Bank of Greece also assesses NPLs based on the European Banking Authority ("**EBA**") standards in order to monitor Greek banks' NPLs. The Group's non-performing exposure ("**NPE**") ratio amounted to 7.8 per cent. as of 31 December 2022.

In response to the COVID-19 pandemic, Greek banks, including the Bank, offered payment moratoria to their borrowers, with a temporary prudential flexibility put in place by regulators. According to the data submitted by the Greek systemic banks as of 31 December 2020, €27.6 billion of loans have been covered by the non-legislative moratoria put in place by servicers and banks for debtors affected by the COVID-19 pandemic. According to the Bank of Greece, the balance of these loans was less than €4 billion as of 31 December 2020 as most of the moratoria had expired (Source: *Bank of Greece*). The moratoria mitigated the impact of the COVID-19 pandemic on the Greek banks' asset quality, as supervisory guidance allowed public and private moratoria announced and applied before 30 September 2020 not to be automatically classified as forbearance measures. As at 31 December 2021, the Group had a total of €5.5 billion of NPEs that were subject to COVID-19 EBA-compliant moratoria (though all such moratoria had previously expired). At Group level, the NPE inflows from moratoria expirations in 2022 reached €0.7 billion.

The Bank has implemented a troubled assets management plan to reduce NPL/NPE volumes. Nevertheless, the implementation of the management plan (as described in more detail under "*Business of the Group – Other Activities – NPE Management*") is affected by a number of external and systemic factors and there is no guarantee such a management plan will be effective, especially given the risk of future loan reclassifications to non-performing status (leading to increased provisioning needs and deteriorating asset quality ratios).

Volatile macroeconomic conditions, coupled with low consumer spending and business investment, which may be further exacerbated by, amongst other things, global geopolitical tensions, may adversely affect the value of assets collateralising secured loans, including houses and other real estate. Such a decline could result in impairment of the value of the Bank's loan assets or an increase in the level of the Bank's NPLs and NPEs, either of which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Inflationary pressures may have an adverse effect on the Group's business.

The Group's business and operations may be affected by the current inflation surge, which started around mid 2021 after a few decades of very low inflation and was accelerated by Russia's invasion of Ukraine.

In Greece, inflation started increasing in August 2021, reached 12.1 per cent. in September 2022 on an annual basis and fell to 4.1 per cent. on an annual basis by May 2023 (Source: *EL.STAT, Harmonized Index of Consumer Prices Index (HICP) – May 2023*) mainly driven by falling energy prices (Source: *Bank of Greece, Monetary Policy Report 2022-2023 – June 2023*). The 2023 Stability Programme forecasts inflation based on the Harmonised Consumer Price Index (HICP) to average 4.5 per cent. in 2023, down from 9.3 per cent. in 2022 and to reduce further to 2.4 per cent. in 2024.

The causes of the recent inflationary pressures are disputed among economists, with most of them attributing inflation to shortages resulting from global supply-chain problems, largely caused by the COVID-19 pandemic, shift in demand toward goods and away from services, post-pandemic recovery and turmoil in the labour market, as well as significant increases in energy prices and therefore it is not clear whether inflation will remain high and persist. The answer depends largely on the distribution of shocks to the economy and how central banks (and finance ministries) react, as well as on the duration of the war in Ukraine and its impact on energy prices, food prices, and global growth.

In response to inflationary pressures, the ECB has increased its base interest rate by 325 basis points since July 2022 to contain inflation.

The exact impact of inflationary pressures on the Group's activities depends on the duration and the actual inflation rate and, therefore, it is difficult to predict. It is possible that there will be a significant, and economically important, negative relationship between inflation and both banking sector development and equity market activity, which may have a material adverse effect on the business operations and economic results of the Group. Moreover, inflation is expected to put upward pressure on the Group's expenses, particularly wages.

If inflation persists, the Group may have to identify effective means for hedging interest rate risk related to inflationary pressures and adjust its operations. Any failure of the Group to address or hedge persisting inflationary pressures could adversely affect its financial condition, capital adequacy and operating results.

Political, geopolitical and economic developments could adversely affect the Group's business and operations.

External factors, including political, geopolitical, and economic developments in the Hellenic Republic and the region (or elsewhere in the world – for example, the ongoing war in Ukraine) may negatively affect the Group's business, operations, and prospects in and outside of Greece. The Group's financial condition and results of operation may be adversely affected by various events outside of its control, including, but not limited to, the following:

- changes in government and economic policies;
- political instability, military conflicts or geopolitical tensions that impact South-Eastern Mediterranean Europe and/or other regions, including tensions between Greece and Turkey and the war in Ukraine;
- changes in the level of interest rates set by the ECB;
- regulations and directives relating to the banking and other sectors; and
- taxation and other political, geopolitical, economic or social risks affecting the Group's business development.

Risks relating to the Group's business

The Group may not be able to reduce its NPE levels in line with its targets or at all, which may materially impact its financial condition, capital adequacy or results of operations.

NPEs represent one of the most significant challenges for the Greek banking system. Based on data from the Bank of Greece, the NPE ratio for Greek banks stood at 12.8 per cent. on a solo basis in December 2021, having declined strongly from 30.1 per cent. at the end of 2020 and 40.6 per cent. at the end of 2019. Net inflows of NPEs continued, but remained below initial expectations. Due to the COVID-19 pandemic, in September 2020, Greek banks submitted to the Bank of Greece updated interim NPE plans to reduce their NPEs and submitted revised NPE plans for the period up to 2023 in March 2021. The Bank has submitted to the SSM updated NPE plans covering the period 2023-2025.

The level and amount of NPEs adversely affects the Bank's net income through credit risk and impairment expenses, recovery strategy costs, other operating expenses and taxes. The Bank intends to accelerate its efforts to reduce its NPE levels through inorganic NPE disposals, including securitisations, utilisation of the flexibility provided by the Hellenic Asset Protection Scheme, introduced by virtue of Greek Law 4649/2019 (the "**HAPS**"), as well as through additional direct sales of NPEs. The NPE ratio for the Group on 31 December 2022 stood at 7.8 per cent. and the NPL ratio at 4.1 per cent. The Group is targeting an NPE ratio of around 4 per cent. by the end of 2025, mainly through organic deleveraging. The key drivers for achieving this target include inflow management, curing performance and liquidation activity turnaround.

In order to reduce its cost of risk and to reduce the amount of NPEs on its balance sheet, the Group announced the 2019 Strategic Plan in November 2019. The main priority and objective of the 2019 Strategic Plan was the improvement of the Group's financial structure through the reduction of its NPEs and cost of risk, which constituted the main factors impacting profitability over the past years, while also aiming to optimise the organisational and capital structure of the Group. The 2019 Strategic Plan entailed, amongst other things, a securitisation of an NPE portfolio, known as "Galaxy", up to an amount of €10.8 billion (the "**Galaxy Securitisation**") and the transfer of the Bank's business of servicing of NPEs to Cepal Hellas Financial Services Single Member S.A.-Servicing of Receivables from Loans and Credits ("**Cepal Hellas**"), a wholly-owned, licensed servicing company for loan receivables under Greek Law 4354/2015.

On 22 February 2021, Alpha Holdings announced that it had reached definitive agreement with funds managed by Davidson Kempner Capital Management LP ("**Davidson Kempner**") for the sale and transfer of 80 per cent.

of the shares in the holding company of Cepal Hellas ("**Cepal Hellas HoldCo**") along with 51 per cent. of the mezzanine and the junior notes issued under the Galaxy Securitisation, which was completed on 18 June 2021. The 2019 Strategic Plan also envisaged the demerger of Alpha Holdings by way of hive-down of its banking activities, which include the assets and liabilities related to the exercise of banking business, with the incorporation of the Bank as a new wholly owned subsidiary, pursuant to article 16 of Greek Law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of Greek Law 4601/2019 and article 145 of Greek Law 4261/2014, as in force (the "**Hive Down**"). The Hive Down was completed on 16 April 2021. For more information about the Hive Down, see "*The Group – Hive Down*".

As part of its further capital enhancing actions, and following completion of the Galaxy Securitisation, the Bank set out its intention, under its Updated Strategic Plan, to dispose of further NPE portfolios with an aggregate gross book value of more than €8.1 billion by the end of 2022. In particular, the Group has launched five NPE transactions with total gross book value of over €8.1 billion including (a) an NPE securitisation transaction of gross book value of €3.4 billion ("**Project Cosmos**"), for which a binding agreement was signed on 22 October 2021 with an application submitted under the HAPS scheme extension (the "**HAPS 2**") on 15 October 2021, and which was completed on 17 December 2021; (b) together with the other Greek systemic banks, a securitisation under "Project Solar", for which an application will be submitted under the HAPS 2 scheme and in which the Bank's participation shall be €0.4 billion; (c) an outright sale of a portfolio of retail unsecured NPLs with a total outstanding balance of €2.1 billion and a total gross book value of €1.3 billion, for which a binding agreement with Hoist Finance AB (publ) was concluded on 28 December 2021 (known as "**Project Orbit**"); (d) an outright sale of a portfolio of Cypriot NPLs and real estate properties with a total gross book value of around €2.2 billion, which was sold by Alpha International Holdings S.M.S.A., the 100 per cent. (indirect) subsidiary of Alpha Holdings (known as "**Project Sky**") to an affiliate of Cerberus Capital Management L.P., which completed on 16 June 2023; and (e) a selected wholesale, shipping and leasing receivables disposal of €1.1 billion in Greece ("**Project Solar**") which is expected to conclude in the fourth quarter of 2023. On 7 June 2023, Alpha Holdings announced the 2023-2025 Strategic Plan, one aim of which is to reduce the Bank's NPE ratio to around 4 per cent. by the end of 2025.

The Bank's ability to complete these portfolio securitisations and sales may be negatively impacted by deteriorating market conditions, which could decrease demand for outright NPE portfolio sales or negatively affect the pricing terms in such transactions. In addition, notwithstanding the progress achieved towards the reduction of the Bank's NPE levels to date, the execution of each of the above-mentioned transactions aiming at the NPE reduction will be complex and entails certain operational and execution risks, such as the worsening of market conditions, the deterioration in the financial condition of the Bank's borrowers, the satisfaction of applicable conditions for the transfer of the mezzanine notes included in the relevant transaction documents, receipt of necessary approvals from third parties, the most important of which are the approval of significant risk transfer by the Single Supervisory Mechanism ("**SSM**") so that the relevant securitisation transaction is compliant with the applicable regulatory framework and the approval of the granting of the Greek state guarantee under the HAPS 2 scheme, and other constraints stemming from events beyond the Bank's control, any of which could cause significant interruptions or delays in the implementation of its plans or require it to complete such transactions on less favourable terms (see "*Regulation and Supervision – Securitisations – the Hellenic Asset Protection Scheme (HAPS and HAPS 2)*").

Failure to be assigned the required rating by rating agencies may result in particular transactions not being eligible for inclusion in the HAPS 2 scheme, as currently applicable, which may significantly affect the pricing of the relevant transactions. For more details on the legislation governing NPL securitisations under the HAPS scheme, please see "*Regulation and Supervision – Securitisations – the Hellenic Asset Protection Scheme (HAPS and HAPS 2)*". If the Bank is not able to benefit from the HAPS 2 scheme, or if it is required to accelerate the reduction of its NPE portfolio to comply with regulatory expectations or recommendations, it may be effectively compelled to increase the number of outright NPE portfolio and individual NPE sales, and this may lead to greater capital losses as a result of the difference between the value at which NPLs are recorded on the Bank's balance sheet and the consideration that investors specialised in NPE acquisitions are prepared to offer, or may lead to greater write-down of loans or a requirement to create additional provisions.

Moreover, there can be no assurance that the Bank will be able to meet its target to reduce its NPE ratio to 4 per cent. by the end of 2025 as per the 2023-2025 Strategic Plan.

Furthermore, notwithstanding the efforts of the Greek government and the EU to address the economic impact of the COVID-19 pandemic, there can be no assurance that the expected improvement in the macroeconomic performance and growth will indeed materialise, particularly in light of other intervening events that have weighed on global economic conditions, such as the war in Ukraine. Additionally, any potential change in the regulatory framework could result in an increase of future provisions, the need for additional capital, the classification of loans and exposures as "non-performing" and a corresponding significant decrease in the Group's revenue, which could materially and adversely affect its financial position, capital adequacy and results of operations.

The Group's failure to reduce its NPE levels on a timely basis, or in its entirety, or on the terms that it currently expects, could adversely affect its financial condition, capital adequacy and operating results.

The Bank is exposed to the financial performance and creditworthiness of companies and individuals in Greece.

The Bank is one of the four systemic Greek banks. Its business, results of operations and financial condition are significantly exposed to the economic and financial performance, creditworthiness, prospects and economic outlook of companies and individuals in Greece or with a significant economic exposure to the Greek economy. In addition, its business activities depend on the level of customer demand for banking, and financial products and services, as well as customers' capacity to service their obligations or maintain or increase their demand for its services. Customer demand and customers' ability to service their liabilities depend considerably on their overall economic confidence, prospects, employment status, the state of the public finances in Greece, investment and procurement by the central government and municipalities and the general availability of liquidity and funding on reasonable terms.

By the end of 2022 the Greek economy had recouped the losses suffered during the COVID-19 crisis, whereas the effects of the energy crisis last year were moderated by co-ordinated actions at a European level for the decrease of energy consumption, limitation of dependence on the Russian natural gas imports along with increase in the use of renewable sources in energy production, coupled with the implementation of expansionary fiscal measures to support disposable income.

Domestic labour market conditions continued to improve during 2022 in line with the ongoing strong economic performance. The unemployment rate averaged to 12.4 per cent. in 2022, down by 2.3 per cent. from 2021 (14.7 per cent.), falling to its lowest rate since 2009. Moreover, the labour force increased by 2.5 per cent. in 2022.

Inflationary pressures persist in 2023, however, albeit at a decelerating pace, as last year’s increase in energy prices have spill over effects in other categories of goods and services. In order to contain inflation the ECB has tightened its monetary policy, raising its base interest rate by a total of 375 basis points since July 2022. The possibility of the ECB further increasing key interest rates as a result of persistently high inflation, raising the cost of borrowing for the government, households and businesses and suppressing consumption and investment, cannot be excluded.

The latter could result in decreased demand for borrowings, increased deposit outflows and a significant increase in the level of the Bank's NPEs, notwithstanding any government or banking sector initiatives (such as support to vulnerable households and interest rate freezes for performing loans) aimed at mitigating such risks.

Any deterioration in the value of collateralised assets, including houses and other immovable property, may adversely affect the Bank's future earnings, capital adequacy, financial condition and results of operations.

As far as the real estate market is concerned, both residential and commercial real estate prices continued to rise in 2022; nominal house prices across Greece rose by 11.1 per cent. in 2022 (2020: 4.5 per cent.; 2021: 7.6 per cent.), whereas prime office prices grew by 1.8 per cent. year-on-year in the first half 2022 (2021: 1.6 per cent.; 2020: 1.2 per cent.) and prime retail (shops) price growth accelerated to 3.8 per cent. year-on-year in the first half of 2022 (2021: 2.3 per cent.; 2020: 2.6 per cent.).

Additionally, residential investment remained on an upward trajectory. It is also worth noting that net foreign direct investment in real estate in 2022 rose by 68 per cent., reaching €2 billion (2021: €1.2 billion; 2020: €0.9 billion). Despite the weakening economic outlook, along with the persistent inflation, the expansion in the real estate cycle is expected to continue in the short-term. However, the real estate market dynamics are surrounded by high uncertainty, related to the ongoing war in Ukraine and the impact from the gradual increase in materials costs, the rise in interest rates. Also, the fact that the rise in real estate prices and demand is interlinked with foreign direct investment inflows makes it more vulnerable to international conjecture.

A global economic slowdown may result in an increase in NPEs and changes in the fair values of the Bank's exposures. A substantial portion of the Bank's loans to corporate and individual borrowers is secured by collateral such as real estate, personal guarantees, vessels, term deposits and receivables. In particular, as residential mortgage loans and mortgage-backed loans are one of the Bank's principal assets, it is highly exposed to the Greek real estate market. Real estate property values depend on various factors including, among others, current rental values and occupancy rates, prospective rental growth, lease length, tenant creditworthiness and solvency, together with the nature, location and physical condition of the property concerned, changes in laws, inflation and governmental regulations governing real estate usage, zoning and taxes. In addition, real estate markets are typically cyclical in nature, difficult to predict and are affected by the condition of the economy as a whole.

Notwithstanding the current positive dynamics, any decrease in the value of collateralised assets and exposures could require the Bank to recognise additional impairment charges, which could adversely affect its future earnings and its capital adequacy and, as a result, its financial condition and results of operations.

The Bank may be unable to implement its cost reduction strategies or transformation plan, and thus fail to reduce its operating expenditures, which may have a material adverse effect on its business, financial position, and results of operations.

The Bank is committed to further improving the efficiency of its operations and the productivity of its organisation, while at the same time delivering appropriate levels of service to each customer segment, with improved availability, speed and quality of response to customer requests, and further enhancing customer satisfaction across the board. These enhancements are also expected to drive an expansion of sales and revenues and further improvement of the Bank’s profitability profile. Several concurrent initiatives are underway in the Bank, as part of its continuous improvement:

- The Digital Transformation programme, aiming at enhancing the Bank’s service model, driving operational efficiency and expanding revenue streams, building on technology and digital infrastructure.

- The Operational Transformation programme, aiming at increasing efficiency and productivity of operations across business lines, through optimisation and automation of relevant workflows and enhancements of the operating model.

- The Retail Operational Efficiency programme, aiming at optimising a series of administrative tasks and processes affecting the Retail Network, through process redesign, automations and centralisation initiatives, reducing staffing requirements for the branch network and increasing time allocation to customer facing activities.

- A series of other cost optimisation initiatives, touching upon key third party spend categories to produce further efficiencies, through demand management and procurement levers.

Although the Bank has developed dedicated teams in order to support the implementation of the aforementioned initiatives, such implementation may be delayed or adversely impacted by factors beyond its control, or the positive impact of such initiatives may be less than anticipated. Inability to implement or to implement in a timely manner these strategies and achieve the Group's transformation objectives may adversely affect its business, financial position, and results of operations.

The Bank may be unable to implement its targets under the 2023-2025 Strategic Plan or implementation of such targets may be delayed by factors beyond the Bank's control, which may have a material adverse effect on its business, financial position, and results of operations.

On 7 June 2023 the Bank announced its 2023-2025 Strategic Plan. The 2023-2025 Strategic Plan aims at:

- Boosting digital and focusing on high-value segments in retail banking;
- Revamping the service model to increase penetration in wealth management services;
- Consolidating the Bank's leadership position in wholesale banking;
- Improving returns on deployed capital in the international operations of the Group;
- Continuing to selectively grow the lending book while maintaining strong levels of liquidity; and
- Scaling up the Bank's sustainable finance strategy to meet full market potential and deliver on firm Environmental, Social and Governance ("**ESG**") commitments.

Further information on the 2023-2023 Strategic Plan may be found in the 2023-2025 Strategic Plan Press Release and in "*Business of the Group – Strategy*".

Although the Bank is committed to delivering the targets of the 2023-2025 Strategic Plan and has developed dedicated teams, including a general management team, in order to support the implementation of its 2023-2025 Strategic Plan, no assurance can be given by either of the Issuers that the Group will be able to meet any of the 2023-2025 Targets, in whole or in part. Further, such implementation may be delayed or adversely impacted by factors beyond its control, or the positive impact of the 2023-2025 Strategic Plan may be less than anticipated. Inability to implement or to implement in a timely manner these strategies and achieve the Group's objectives and/or the 2023-2025 Targets may adversely affect its business, financial position, and results of operations.

The Bank is exposed to credit risk, market risk, operational risk, liquidity risk and litigation risk.

As a result of its day-to-day activities, the Bank is exposed to a variety of risks, including credit risk, market risk, operational risk, liquidity risk and litigation risk. For more information on these and other risks facing the Bank's business, see below and "*Risk Management*". The Bank's failure to effectively manage any of these risks could have a material adverse effect on its business, financial condition, results of operations and prospects.

Credit risk.

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of the Bank's businesses. Its exposure to credit risk mainly arises from corporate and retail credit, various investments, over-the-counter derivative transactions, as well as from the settlement of transactions. The amount of risk associated with such credit exposures depends on various factors, including general economic conditions, market developments, the debtor's financial condition, the amount, type or duration of the relevant exposure and the existence of collateral and guarantees, which the Bank may not be able to assess with accuracy at the time of undertaking the relevant activity. Adverse changes in the credit quality of the Bank's borrowers and counterparties or a general deterioration in the Greek, European and global economic conditions, or arising from systemic risks in the financial systems, could affect the recoverability and value of its assets and require an increase in its impairment losses and provisions to cover credit risk.

Market risk.

The most significant market risks that the Bank faces are interest rate, foreign exchange and bond and equity price risks. Changes in interest rate levels, yield curves and spreads may affect the interest rate margin realised between the Bank's lending and borrowing costs. Changes in currency rates affect the value of the Bank's assets and liabilities denominated in foreign currencies and may affect income from foreign exchange dealing. The performance of financial markets may cause changes in the value of the Bank's investment and trading portfolios. Moreover, the Bank does not hedge all of its risk exposure in all market environments or against all types of risk. In addition, the manner in which gains and losses resulting from certain hedges are recorded may result in additional volatility in the Bank's reported earnings. The undiversified 1 day value at risk ("**VaR**") estimate for the Bank's trading book as of 31 December 2022 was €1.09 million (rounded) (consisting of €0.84 million for foreign exchange risk and €0.25 million for interest rate risk). The 1 day VaR as of 31 December 2022 is reduced by €0.23 million to €0.86 million due to the diversification effect of the Bank's portfolio. The Group's subsidiaries and branches have limited trading positions, which are immaterial compared to the positions of the Bank. As a result, the market risk effect deriving from these positions on the total income is immaterial. The VaR measure is an estimate of the potential reduction in the net present value of a portfolio, over a specified period and with a specified confidence level. For a detailed discussion on the various methods of calculating the VaR and its use for the calculation of the market risk see "*Risk Management – Market Risk*".

Operational risk.

The Bank's businesses are dependent on their ability to process a very large number of transactions efficiently and accurately. Operational risk and losses can result from inadequate or failed internal processes, people and systems or from external events such as fraud or other malicious acts from third parties (such as robberies or terrorist activities), cyber-attacks, errors by employees, failure to document transactions properly or to obtain proper internal authorisation, failure to comply with regulatory requirements and conduct of business rules, equipment failures, natural disasters or the failure of external systems including those of the Bank's suppliers or counterparties. Furthermore, the Bank faces the risk of legal and regulatory sanctions, financial loss and/or impacts on its reputation, which may result from a breach of, or non-compliance with, the applicable legal and regulatory framework, contractual obligations and codes of conduct related to its activities.

Liquidity risk.

The Bank's inability to anticipate and take appropriate measures regarding unforeseen decreases or changes in funding sources could have an adverse effect on its ability to meet its obligations when they fall due.

Litigation risk.

In the context of its day-to-day operations the Bank is exposed to litigation risk, among other things, as a result of changing and developing consumer protection legislation and legislation on the provision of banking and investment services. The cost of defending any claims and any associated settlement costs can be substantial, even with respect to claims that have no merit. In addition, adverse judgments arising from litigation could result in restrictions or limitations on the Bank's operations or result in a material adverse impact on its reputation or financial condition. Although the Bank believes that it conducts its operations pursuant to applicable laws and takes all necessary measures for adapting its operations to legislative amendments, there can be no assurance that significant litigation will not arise in the future.

In 2015 and 2016, orders for preliminary investigation were made in respect of the credit process for the extension of loans by certain Greek banks to borrowers in certain business sectors, including publishing groups, as well as to certain individuals. These investigation orders concerned, among other things, three Executive Members of the Board of Directors of the Bank (not including the Chief Executive Officer) and one Non-Executive Member of the Board of Directors of the Bank (who was formerly an Executive Member), together with certain other officers of the Bank. Indictments have been issued and orders for main investigations made in respect of each case, whilst one case has reached the level of public hearings. The individuals have been charged with "breach of trust" (pursuant to Article 390 of the Greek Criminal Code). The charges relate to certain loans made by the Bank to certain companies or individuals and concern the making of such loans, on-going maintenance and forbearance in respect of such loans and/or writing off such loans in settlement for other claims. One of these cases reached the level of a public hearing and, in October 2019, an acquittal for all Members of the Board of Directors and officers of the Bank was ordered by the court in respect of such case. Further, on 13 November 2019, the Hellenic Parliament approved an amendment of the Greek Criminal Code (the "**Amendment of the Criminal Code**"), as a result of which cases of "breach of trust" will be pursued only following complaints by the person having suffered damage from the alleged breach. Any pending proceedings, such as those described above, where no such complaint has been filed, will be continued only if such person specifically requests that the proceedings be continued within a period of four months as of the date of enactment of the Amendment of the Criminal Code. Otherwise they will be dismissed.

The Board of Directors of the Bank has considered, in the context of the Amendment of the Criminal Code, whether any request should be made or not in connection with the above cases. Such consideration was made on the basis of legal opinions sought on all such cases, which concluded that in the view of the experts issuing the relevant opinions, the existing or previous Members of the Board or the Senior Management of the Bank, investigated or charged with the crime of breach of trust in the above cases, should be acquitted. On this basis the Board of Directors has decided not to file any request that the relevant proceedings of the aforesaid cases should continue.

Certain Judicial Councils (convening in Chambers), considering whether cases involving Greek bank officials, including existing or previous Members of the Board or the Senior Management of the Bank, should be dismissed, expressed the view that the Amendment of the Criminal Code is against the Greek Constitution and the matter was referred to the Greek Supreme Court (in Greek "*Άρειος Πάγος*"), again convening in Chambers. The Greek Supreme Court by virtue of its Decision 158/2021 ruled in favour of the compliance of the Amendment of the Criminal Code with the Greek Constitution, a ruling which has already been followed in one of the cases, involving existing or previous Members of the Board or the Senior Management of the Bank, which is now expected to be followed by all Courts and Judicial Councils.

Whilst the Bank is co-operating with the public prosecutor in relation to such charges, neither the Bank itself nor any other member of the Group is the subject of any related proceedings.

Hellenic Competition Commission ("**HCC**") officials visited, among other entities, the Bank's headquarters on 7 November 2019 (the "**First HCC Investigation**") and 8 November 2019 (the "**Second HCC Investigation**"), with authorisation to inspect documents and data in connection with alleged infringements of Article 101 of the Treaty of the Functioning of the European Union and its Greek equivalent. The Bank is cooperating with and will continue to cooperate with the HCC. As per a press release of the HCC, the fact that the HCC carries out inspections does not mean that the inspected companies are involved in any sort of anti-competitive behaviour, nor does it prejudge the outcome of the investigation itself. As per press releases of the HCC published on 6 October 2022 and on 3 March 2023, the HCC has decided to prioritise and assign to a Commissioner-Rapporteur the in-depth investigation of potential anti-competitive practices in the banking sector (in relation to the First HCC Investigation) and in the financial services sector (in relation to the Second HCC Investigation). As per such press releases, the assignment of a case to a Commissioner-Rapporteur indicates that the HCC's investigation is at an advanced stage, but does not prejudge the outcome of the investigation.

In July 2021 a Court of First Instance ruled against the Bank and certain members of its current and previous management in relation to an aborted initial public offering which was launched in 2000 by a hotel business, ordering the payment of an amount of €65 million, accepting the allegations of the claimant (the proposed issuer of the shares) that it decided to abort the initial public offering on the basis of advice and commitments by the Bank, which the claimant alleges were not met. The Bank filed an appeal against the Court of First Instance's ruling and in December 2022 the decision of Court of First Instance was overruled by the Athens Court of Appeals. Nevertheless, there can be no assurance that the decision of the Athens Court of Appeals will not be challenged and/or overruled (in whole or in part) before the Supreme Court.

Legal and regulatory actions (including those referred to above) are subject to many uncertainties, and their outcomes, including the timing, amount of fines or settlements or the form of any settlements, which may be material and in excess of any related provisions, are often difficult to predict, particularly in the early stages of a case or investigation, and the Bank's expectation for resolution may change. In addition, responding to and defending any current or potential proceedings involving the Group or any of its directors and other employees (including those referred to above) may be expensive and may result in diversion of management resources (including the time of the affected persons or other Group employees) even if the actions are ultimately unsuccessful.

Adverse outcomes or resolution of current or future legal or regulatory actions (including those referred to above) may result in additional supervision by the Group's regulators and/or changes in the directors, officers or other employees of the Group and could result in further proceedings or actions being brought against any of the Group's directors, officers or other employees. They may also adversely impact investor confidence and the Group's broader reputation.

In addition, legal and regulatory actions involving the Group (for the avoidance of doubt, not including those referred to above) may also result in fines, administrative sanctions (including restrictions on operations, regulatory licence revocation, etc.), settlements or damages being awarded against the Group, further actions or civil proceedings being brought against Alpha Holdings or any of its subsidiaries and potentially have other adverse effects on the business of the Group.

Accordingly, any such legal proceedings and other actions involving the Bank, any member of the Group or any of its directors or other employees may adversely affect the Group's profitability, reputation and business.

Volatility in interest rates may negatively affect the Group's net interest income and have other adverse consequences.

Interest rates are highly sensitive to many factors beyond the Bank's control, including monetary policies and domestic and international economic and political conditions. As such, there can be no assurance that further domestic or international events will not alter the interest rate environment in Greece and the other markets in which the Group operates.

As with any credit institution, changes in market interest rates may affect the interest rates charged on interest-earning assets differently from the interest rates paid on interest-bearing liabilities. This difference could reduce the Bank's net interest income. Since the majority of the Bank's loan portfolio effectively re-prices within a year, rising interest rates may also result in an increase in its allowance for impairment on loans and advances to customers if customers cannot refinance in a higher interest rate environment. Further, an increase in interest rates may reduce clients' capacity to repay in the current economic circumstances.

*The Hellenic Financial Stability Fund (the "**HFSF**"), in its capacity as shareholder of Alpha Holdings, has certain rights in relation to the operation and business decisions of the Bank.*

The first Stabilisation Programme, as established in May 2010, introduced restructuring measures such as the establishment of the HFSF whose only shareholder is the Hellenic Republic and whose role is to maintain the stability of the Greek banking system by providing capital support in the form of ordinary shares or contingent convertible securities or other convertible securities to credit institutions licensed by the Bank of Greece and operating in Greece. The ESM Programme and Greek Law 3864/2010, as amended and in force (the "**HFSF Law**") provide the HFSF, through its representative, with specific shareholders' rights in the credit institutions in which it has committed to participate by means of the share capital increases.

The HFSF became a shareholder of Alpha Holdings in 2013, in the context of the recapitalisation of Greek credit institutions by the HFSF, whereby it acquired 83.70 per cent. of its share capital. The Group has not received since then any further recapitalisation funds from the HFSF, and the HFSF's shareholding amounted to 9 per cent. as of 14 July 2023. Accordingly, the HFSF is entitled to exercise significant influence over the operations of the Group.

More specifically, the HFSF is entitled to the appointment of a member to Alpha Holdings' and the Bank's Board of Directors and has the power, according to the HFSF Law, to veto, through such member, decisions relating to dividend distributions and remuneration policies for so long as the NPE ratio remains above 10 per cent., and other specifically enumerated commercial and management decisions. Additionally, the HFSF may appoint at least one member of each of the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance and Nominations Committee of each of Alpha Holdings and the Bank. For additional information on the HFSF Law, see "*Regulation and Supervision – The HFSF*".

In addition to the provisions of the HFSF Law, and pursuant to the Relationship Framework Agreement originally entered into on 12 June 2013 and subsequently replaced by the New Relationship Framework Agreement (the "**New RFA**"), entered into on 23 November 2015, the HFSF has a series of information rights with respect to matters pertaining to the Group and the Bank. Finally, the Bank is obliged to obtain the prior approval of the HFSF on certain material issues, such as the Group's risk and capital strategy and the Group's strategy in terms of NPLs, etc. (for more information please refer to *"Regulation and Supervision – Provision of Capital Support by the HFSF"*)

Consequently, as a result of the powers that the HFSF has under the HFSF Law and the New RFA, the HFSF may exercise significant influence over the functioning and decision making of Alpha Holdings' and the Bank's Board of Directors and such influence may affect the Group's business and strategy.

Existing market fluctuations and volatility may result in significant losses in the commercial and investment activities of the Group, which could adversely affect its profitability.

Positions in the Group's trading and investment portfolio which relate to the debt, currency, equity and other markets could be adversely affected by continuing volatility in financial and other markets, creating a risk of substantial losses.

Continuing volatility and further dislocation affecting certain financial markets and asset classes could also further impact the Group's results of operations, financial condition and prospects. In the future, these factors could have an impact on the mark-to-market valuations of assets in the Group's investment securities, trading securities, loans measured at fair value through profit and loss and financial assets and liabilities for which the fair value option has been elected.

Volatility can also lead to losses relating to a broad range of other trading securities and derivatives held, including swaps, futures, options and structured products. Losses in the commercial and investment activities of the Group may adversely affect its ability to lend and its profitability.

The Group is vulnerable to the ongoing disruptions and volatility in the global financial markets.

The Group's results of operations are materially affected by many factors of a global nature, including: political and regulatory risks and the condition of public finances; the availability and cost of capital; the liquidity of global markets; the level and volatility of equity prices, commodity prices and interest rates; currency values; the availability and cost of funding; inflation; the stability and solvency of financial institutions and other companies; investor sentiment and confidence in the financial markets; or a combination of the above factors.

In financial markets, concerns about, amongst other things, the longer-term economic impact of geopolitical tensions (including the war in Ukraine), which among other impacts have created significant inflationary pressures in the global economy, are expected to continue to affect market sentiment and contribute to volatility, with a corresponding negative impact on the Group's financial condition, results of operations and prospects.

Furthermore, concerns about the instability of financial institutions more generally, taking into consideration global banking integration, may lead to transmission of financial instability in the global banking sector, affecting market sentiment with a corresponding drop in asset prices and increase in deposit outflows and funding costs which would influence negatively the Group’s financial position.

Soundness of other financial institutions.

The Group routinely transacts with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Such financial counterparties are subject to many of the pressures faced by the Group as described above. Concerns about, or a default by, one financial institution could lead to significant liquidity problems and losses or defaults by other financial institutions.

The exclusion of Russian banks from SWIFT and the sanctions imposed on Russian persons and assets in the US, Europe and Canada are expected to have a material adverse effect not only on Russian borrowers, increasing the risk of defaults, but also the global economy as a whole.

Many of the routine transactions into which the Group enters expose it to significant credit risk in the event of default by one of its significant counterparties. Such default by a significant financial counterparty, or liquidity problems in the financial services industry in general, could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and capital position.

The Bank faces significant competition from Greek and foreign banks and may not be able to preserve its customer base, especially if it fails to complete its digital transformation.

The general scarcity of wholesale funding since the onset of the economic crisis has led to a significant increase in competition for retail deposits in Greece and significant consolidation of the Greek banking system. The Bank also faces competition from foreign banks. The Bank may not be able to continue to compete successfully with domestic and international banks in the future. These competitive pressures on the Group may have an adverse effect on its business, financial condition, results of operations and prospects.

The Group's success depends on its ability to maintain high levels of loyalty among its customer base and to offer a wide range of competitive and high-quality products and services to its customers. In order to pursue these objectives, the Group has adopted a strategy of segmentation of its customer base, aimed at serving the various needs of each segment in the most suitable manner. Moreover, the Group seeks to maintain long-term financial relations with its customers through the sale of anchor products and services, namely mortgage loans, salary accounts, standing transfers, credit cards, saving products and bank assurance products. Nevertheless, high levels of competition in Greece and in other countries where the Group operates, and an increased emphasis on cost reduction, may result in an inability to maintain high loyalty levels of the Group's customer base, provide competitive products and services, or maintain high customer service standards, each of which may adversely affect the Group's business, financial condition, results of operations and prospects.

Additionally, the banking sector as a whole is undergoing a digital and technological transformation, with new entrants in the banking and payment processing sectors who in the future may challenge the competitive position of traditional credit institutions, including the Bank. A failure or delay by the Group to achieve its 2023-2025 Strategic Plan with respect to service and operational digitisation may impact its ability to compete with new industry entrants.

Laws regarding the bankruptcy of individuals and regulations governing creditors' rights may limit the Group's ability to receive payments on NPEs, increasing the requirements for provisioning in its financial statements and impacting its results and operations.

Laws regarding the bankruptcy of individuals and other laws and regulations governing creditors' rights generally vary significantly within the countries in which the Group operates. In some countries, including Greece, bankruptcy, insolvency, enforcement and other laws and regulations affecting creditors' rights offer less protection for creditors compared with the bankruptcy regime in the UK or the United States.

In October 2020 a new bankruptcy code was enacted in Greece by virtue of Greek Law 4738/2020, as amended by virtue of Greek Laws 4818/2021, 4820/2021 and 4821/2021 (the "**Insolvency Code**"). The Insolvency Code introduced a major reform of the Greek bankruptcy and insolvency regime, aimed at facilitating and enhancing resolution of insolvency cases and pre-insolvency debt restructuring. Key changes of the Insolvency Code include the introduction of a new out-of-court workout process, based on the development of an electronic platform and an algorithm determining the viability of the debtor's debts post-restructuring, the introduction of a bankruptcy regime for over-indebted individuals who are not entrepreneurs, a new sale-and-lease-back scheme for primary residence protection, and shorter and automatic debt discharge periods. The new out-of-court workout process and the new bankruptcy proceedings set out in the Insolvency Code entered into force on 1 June 2021 as they required the issuance of 53 pieces of secondary legislation as well as the development of an electronic platform and a special algorithm for debt viability analysis purposes. For those whose business activity exceeds €350,000 and whose turnover exceeds €700,000, the pre-bankruptcy rehabilitation proceedings (in Greek "Εξυγίανση") and second chance process came into effect from 1 March 2021.

If the economic environment deteriorates, including as a result of the adverse economic impact expected from the war in Ukraine, bankruptcies, other insolvency procedures and governmental measures could intensify or applicable laws and regulations may be amended to limit the impact of the deterioration on corporate and retail debtors. Furthermore, the heavy workload that local courts may face, and the cumbersome and time consuming administrative and other processes and requirements which apply to restructuring, insolvency and enforcement measures, may delay final court judgements on insolvency, rehabilitation and enforcement proceedings. Such changes or an unsuccessful implementation of the new insolvency framework in Greece may have an adverse effect on the Group's business, financial condition, results of operations and prospects. In addition, any potential measures that may increase the protection of debtors and/or impede the Group's ability to collect overdue debts or enforce securities in a timely manner (which would lead to an increase in the number of NPEs and/or a reduction in the amount of collections on NPEs compared to the Group's plans), resulting in a corresponding increase in provisions, may have an adverse effect on the Group's business, results of operations, capital position and financial condition.

Changes in consumer protection laws might limit the fees that the Group may charge in certain banking transactions.

Changes in consumer protection laws in Greece and other jurisdictions where the Group has operations could limit the fees that banks may charge for certain products and services such as mortgages, unsecured loans and credit cards. If introduced, such laws could reduce the Group's net income, though the amount of any such reduction cannot be estimated at this time. Such effects could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The planned creation of a deposit guarantee system applicable throughout the EU may result in additional costs to the Group.

Greece has transposed Directive 94/19/EC of the European Parliament and of the Council of 30 May 1994 on deposit-guarantee schemes by virtue of Greek Law 3746/2009, which established the Hellenic Deposit and Investment Guarantee Fund (the "**HDIGF**"). Greek Law 3746/2009 was abolished by Greek Law 4370/2016, which transposed Directive 2014/49/EU into Greek law. Three different schemes are run by the HDIGF, each regulated by a different set of legal provisions: the first is the deposit guarantee scheme (the "**DGS**"), the second is the investment guarantee scheme and the third is the scheme funding resolutions. The DGS is financed both on an *ex ante* and on an *ex post* basis. All credit institutions licensed by the Bank of Greece are obliged, by virtue of article 5 of Greek Law 4370/2016, to participate in the DGS. In April 2023, the European Commission proposed amendments to Directive 2014/49/EU, the potential indirect impact of which on the Bank's contributions to the HDIGF is still to be assessed. As a third pillar of the Banking Union, the European Commission has proposed the establishment of a European deposit guarantee scheme. The harmonisation of deposit guarantee systems throughout the EU will represent significant changes to the mechanisms of the deposit guarantee systems currently in force in individual countries.

Under a future European deposit guarantee scheme, the Bank may be required to make contributions that are higher than those currently required under applicable national law, which may adversely affect the Bank's operating results.

The Group may not be able to treat its deferred tax assets as regulatory capital (to the full extent or partially), which may have an adverse effect on its capital position

The Group currently includes deferred tax assets ("**DTAs**") calculated in accordance with IFRS in calculating its capital base and capital adequacy ratios.

Under applicable capital requirements regulations, DTAs recognised pursuant to IFRS, which are based on the assumption of the future profitability of a credit institution and which exceed certain thresholds, must be deducted from the Group's CET1 capital. DTAs created as a result of the transition from IAS 39 to IFRS 9 are added back with a phase-in factor according to the requirements of Article 473(a) of Regulation (EU) 2017/2395, as amended by Regulation (EU) 2020/873, and the respective weighting factor for 2022 was 0.25.

Since then, new Greek legislation has been introduced that permits Greek credit institutions, including the Bank, to deduct the transaction loss from the exchange of Greek government bonds or corporate bonds guaranteed by the Greek state, in application of a participation programme in the redistribution of Greek debt (of par. 2 of article 27 of law 4172/2013) as a priority compared to the transaction loss due to credit risk. The amount of the annual transaction loss from credit risk deduction is limited to the amount of the annual gains determined under tax law, before the deduction of these losses resulting from credit risk and after the deduction of the loss resulting from the PSI bond exchange, see "*Regulation and Supervision – PSI Programme*". The remaining amount of the annual deduction that has not been offset is carried forward for deduction in subsequent tax years within the twenty-year period, in which the remaining profits will remain after the annual deduction of the transaction losses corresponding to those years. The order of deduction of the transferred amounts is preceded by the older transaction loss balances compared to the newer ones. If at the end of the twenty-year amortisation period there are balances that have not been offset, these are losses subject to the five-year transfer rule. It is noted that the above provision does not affect the rate of the depreciation for regulatory purposes of the DTA, neither retrospectively nor in the future, i.e. the DTA will continue to be depreciated on a straight line basis (one-twentieth per year), for both previous, as well as for future sales of NPLs. This legislation permits Greek credit institutions, including the Bank, to treat such eligible DTAs as not "relying on future profitability" for the purpose of Regulation (EU) No 575/2013 (as amended, the "**CRR**"). As a result, such DTAs are not deducted from CET1 capital but are rather assigned a risk weight of 100 per cent., thereby improving an institution's capital position, see "*Regulation and Supervision – Deferred Tax Assets (DTAs)*". As at 31 December 2022, the Group's eligible DTAs were €2.7 billion.

As at 31 December 2022, 60 per cent. of the Group's CET1 capital was comprised of deferred tax credits ("**DTCs**"). Any adverse change in the regulations governing the use of DTCs as part of the Group's regulatory capital could also affect the Group's capital base and capital ratios. If any of the above risks materialises, this could have a material adverse effect on the Group's ability to maintain sufficient regulatory capital, which may in turn require the Group to issue additional instruments qualifying as regulatory capital, to liquidate assets, to curtail business or to take any other actions, any of which may have a material adverse effect on the Group's operating results, financial condition and prospects.

The Group could be exposed to future pension and post-employment benefit liabilities.

The personnel of the Group is insured with funds providing social security (main pension, auxiliary pension, health and welfare), which operate as defined contribution plans. As regards the Group's employee defined benefit plans, the recognised liability amounted to €23.9 million as of 31 December 2022 on a consolidated basis, primarily relating to a lump sum payment on retirement for the Group's employees in Greece in accordance with Greek Laws 2112/1920 and 3198/1955 (as amended by Greek Law 4093/2012). These amounts were calculated on the basis of specific economic and demographic assumptions. These include assumptions relating to changes in interest rates, which may not actually occur. Should future events deviate from these assumptions, the Bank's liabilities may significantly increase.

An institution for occupational retirement provision ("**IORP**") for the employees of the Group was established in March 2023 aiming at providing supplementary insurance protection, in addition to that provided by the main and auxiliary social insurance funds. Group employees become members of this defined contribution plan upon submitting an application on a voluntary basis. The IORP is governed by the provisions of Greek Law 4680/2020 which was passed in conformity with Directive 2341/2016 of the European Union. There is a supervision framework from the Greek Ministry of Labour and Social Affairs, the National Actuarial Authority as well as the Hellenic Capital Market Commission with regards to investments to minimise potential risks.

If the Group's reputation is damaged, this would affect its image and customer relations, which could adversely affect business, financial condition, results of operation and prospects.

Reputational risk is inherent to the Group's business activities. Negative public opinion towards the Group or the financial services sector as a whole could result from real or perceived practices in the banking sector, such as money laundering, internal or external fraud, negligence during the provision of financial products or services, or even from the way that the Group conducts, or is perceived to conduct, its business. Although the Group makes all possible efforts to comply with applicable regulatory requirements, negative publicity and negative public opinion could adversely affect the Group's ability to maintain and attract customers, in particular, institutional and retail depositors, which could adversely affect the Group's business, financial condition, results of operations and prospects.

The Greek banking sector is subject to strikes, which may adversely affect the Group's operations.

Most of the Bank's employees belong to a union and the Greek banking industry has been subject to strikes over wage and pension issues. Prolonged strikes could have a material adverse effect on the Bank's operations in the Hellenic Republic, either directly or indirectly – for example, it could have an impact on the willingness or ability of the Greek government to pass the reforms necessary to successfully implement its post-ESM Programme commitments.

The value of certain financial instruments recorded at fair value is determined using financial models incorporating assumptions, judgements and estimates that may change over time or may not be accurate.

In establishing the fair value of certain financial instruments, the Group relies on quoted market prices or, where the market for a financial instrument is not sufficiently active, internal valuation models that utilise observable financial market data. In certain circumstances, the data for individual financial instruments or classes of financial instruments utilised by such valuation models may not be available or may become unavailable due to changes in financial market conditions. In such circumstances, the Group's internal valuation models require the Group to make assumptions, judgements and estimates to establish fair value. These internal valuation models are complex, and the assumptions, judgements and estimates the Group is required to make often relate to matters that are inherently uncertain, such as expected cash flows. Such assumptions, judgements and estimates may need to be updated to reflect changing facts, trends and market conditions. The resulting change in the fair values of the financial instruments could have a material adverse effect on the Group's earnings and financial condition. Also, market volatility and illiquidity make it difficult to value certain of the Group's financial instruments. Valuations in future periods, reflecting prevailing market conditions, may result in changes in the fair values of these instruments, which could have a material adverse effect on the Group's results, financial condition and prospects, particularly if any of the various instruments and strategies that are used to economically hedge exposure to market risk is not effective.

The Group is exposed to risk of fraud and illegal activities of other forms which, if they are not dealt with successfully or in a timely manner, could have negative effects on its business, financial condition, results of operation and prospects.

The Group is subject to rules and regulations related to money laundering and terrorism financing. Compliance with anti-money laundering and anti-terrorist financing rules entails significant cost and effort, especially after the imposition of a new set of sanctions on Russia, Russian individuals and Russian assets in light of the war in Ukraine. Non-compliance with these rules may have serious consequences, including adverse legal and reputational consequences. Although current anti-money laundering and anti-terrorism financing policies and procedures are adequate to ensure compliance with applicable legislation, it cannot be guaranteed that they will comply at all times with all rules applicable to money laundering and terrorism financing as extended to the whole Group and applied to its workers in all circumstances. A possible violation, or even any suspicion of a violation of these rules, may have serious legal and financial consequences, which could have a material and adverse effect on the Group's business, financial condition, results of operations and prospects.

Economic hedging may not prevent losses.

If any of the various instruments and strategies that are used to economically hedge exposure to market risk is not effective, the Group may incur losses. Many of the Group's hedging strategies are based on historical trading patterns and correlations. Unexpected market developments may therefore adversely affect the effectiveness of these hedging strategies.

The Group may have to bear additional costs in regard to staff costs.

Under the measures for the implementation of its strategy at such time, the number of the Group's employees in Greece remained largely at the same levels during 2022 (5,931 employees as of 31 December 2021 and 5,947 employees as of 31 December 2022), significantly below the total number as of 31 December 2020 (7,359 employees). The reduction compared to 2020 resulted from the Bank’s voluntary separation schemes of 2019 and 2021 with a total cost of €46.9 million and €97.2 million respectively, as well as from the completion of the transfer of the Bank's business of servicing NPEs to Cepal Hellas.

The number of employees in subsidiaries abroad decreased significantly during 2022 (3,008 employees as at 31 December 2021 and 2,513 employees as at 31 December 2022) mainly due to the sale of the Group’s subsidiary

Alpha Bank Albania SHA to OTP Bank Plc in July 2022 (410 employees). In addition, the Group's subsidiary Alpha Bank Cyprus implemented a voluntary separation scheme in 2022 with a total cost of €9.7 million.

While the Group is fully compliant with the relevant provisions of applicable legislation, it cannot know whether, nor guarantee that, these measures or any other future action relating to the implementation of any potential further reduction in the number of the Group's employees will not result in legal disputes or disruption to its business activities. Such initiatives on a large scale may lead to additional restructuring expenditure in terms of staff costs.

The Group's systems and networks have been, and will continue to be, vulnerable to an increasing risk of continually evolving cyber security risks or other technological risks which could result in the disclosure of confidential client or customer information, damage to the Group's reputation, additional costs to the Group, regulatory penalties and financial losses.

A significant portion of the Group's operations relies heavily on the secure processing, storage and transmission of confidential and other information as well as the monitoring of a large number of complex transactions on a constant basis. The Group stores an extensive amount of personal and client-specific information for its retail, corporate and governmental customers and clients and must accurately record and reflect their extensive account transactions. The proper functioning of the Group's payment systems, financial and sanctions controls, risk management, credit analysis and reporting, accounting, customer service and other information technology systems, as well as the communication networks between its branches and main data processing centres, is critical to the Group's operations. These activities have been, and will continue to be, subject to an increasing risk of cyber-attacks, the nature of which is also continually evolving. The Group's computer systems, software and networks have been and will continue to be threatened by unauthorised access, loss or destruction of data (including confidential client information), account takeovers, unavailability of service, computer viruses or other malicious code, cyber-attacks and other events. These threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. If one or more of these events occurs, it could result in the disclosure of confidential client information, damage to the Group's reputation with its clients and the market, additional costs to the Group (such as repairing systems or adding new personnel or protection technologies), regulatory penalties and financial losses to both the Group and its clients. Such events could also cause interruptions or malfunctions in the operations of the Group (such as the lack of availability of the Group's online banking systems), as well as the operations of its clients, customers or other third parties. Given the volume of transactions at the Group, certain errors or actions may be repeated or compounded before they are discovered and rectified, which would further increase these costs and consequences.

In addition, third parties with which the Group does business may also be sources of cyber security risks or other technological risks. The Group outsources a limited number of supporting functions, such as printing of customer credit card statements and processing of cards, which results in the storage and processing of customer information externally. Although the Group adopts a range of actions to eliminate the exposure resulting from outsourcing, such as not allowing third-party access to the production systems and operating a highly controlled IT environment with a multi-layered defence-in-depth approach, unauthorised access, loss or destruction of data or other cyber incidents could occur, resulting in similar costs and consequences to the Group as those discussed above. While the Group maintains insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber security risks such as fraud and financial crime, such insurance coverage may be insufficient to cover all losses.

Enforcement of the EU General Data Protection Regulation may affect the Group's business.

Regulation (EU) No. 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (also known as the EU General Data Protection Regulation or the "**GDPR**") represents a new legal framework for data protection in the EU. It has applied directly in all EU Member States since 25 May 2018. Although a number of basic principles under the previous Greek data privacy legal framework remain the same under the GDPR, the GDPR also introduces new obligations on data controllers and enhanced rights for data subjects.

The GDPR applies to the processing of personal data in the context of the activities of an establishment of a controller or a processor in the EU, regardless of whether the processing takes place in the EU or not, and also extends to the processing of personal data of data subjects who are in the EU by a controller or processor not established in the EU, where the processing activities are related to the offering of goods or services to such data subjects in the EU. Regulators have the power to impose administrative fines and penalties for a breach of obligations under the GDPR, including fines for serious breaches of up to 4 per cent. of the relevant company's total worldwide annual turnover in the preceding financial year or €20 million (whichever is higher) and fines of up to 2 per cent. of the relevant company's total worldwide annual turnover in the preceding financial year or €10 million (whichever is higher) for other specified infringements. The GDPR identifies a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement).

Additionally, on 29 August 2019, Greek Law 4624/2019 was enacted into Greek law, which, in conjunction with Greek Law 2472/1997 (some articles of which remain in force), *inter alia*, implements the GDPR and, together with Greek Law 3471/2006 and other relevant regulations, legislation and guidelines, provides for protections relating to the processing of personal data. The Hellenic Data Protection Authority is the competent authority which supervises the application of the GDPR, national data protection laws, as well as other regulations, legislation and guidelines with respect to the protection of personal data.

The Group, due to the nature of its activities, processes various types of personal information. Non-compliance with any applicable regulations or legislation could entail very substantial regulatory sanctions and civil claims.

Risks relating to funding

The Group has limited sources of liquidity, which are not guaranteed and the cost of which may increase materially.

The recent economic recession in Greece has adversely affected the Group's credit risk profile, which has, from time to time, restricted the Group from obtaining funding in the capital markets, and increased the cost of such funding and the need for additional collateral requirements in repurchase contracts and other secured funding arrangements, including those with the Eurosystem. Although access to capital markets has gradually been reinstated over the last few years, concerns relating to the ongoing impact of current economic conditions (especially in the post-COVID-19 era), Russia's invasion of Ukraine and potential delays in the completion by the Hellenic Republic of key structural reforms (as part of its post-ESM Programme commitments) may restrict the Bank's ability to obtain funding in the capital markets in the medium term.

The Bank's principal sources of liquidity are (i) its deposit base, (ii) Eurosystem funding via the Targeted Longer-term Refinancing Operations ("**TLTROs**") with the ECB and (iii) repurchase securities agreements ("**repos**") with major foreign financial institutions. ECB funding and repos with financial institutions are collateralised by various assets, such as EU sovereign bonds, Greek government bonds and Treasury Bills and bonds issued by supranationals, corporates or financial entities. As of 24 June 2020, the Bank had fully repaid the ECB its TLTRO II participation (€3.1 billion) and participated in the TLTRO III operation (€11.9 billion). As of 31 December 2022, the Bank's total Eurosystem funding was €12.8 billion. Any change in the terms of TLTRO III could affect the Bank's liquidity position and costs. Although the Bank's liquidity position has improved, with no dependence on emergency liquidity assistance since February 2019, there can be no assurance that the Bank's funding needs will continue to be met by, or that it will continue to have access to, Eurosystem funding in the future.

In addition, deposit outflows could have a material adverse impact on the Bank's deposit base and on the amount of the Bank's ECB eligible collateral, which could have a material adverse impact on the Group's liquidity and the Group's access to Eurosystem funding in the future, which may in turn threaten the Bank's ability to continue as a going concern.

Furthermore, the liquidity that the Bank is able to access from the ECB may be adversely affected by changes in ECB rules relating to collateral. If the ECB were to revise its collateral standards, remove asset classes from being accepted, or increase the rating requirements for collateral securities such that certain instruments were no longer eligible to serve as collateral with the ECB, the Bank's access to these facilities could be diminished and the cost of obtaining such funds could increase.

An accelerated outflow of funds from customer deposits could cause an increase in the Bank's costs of funding and have a material adverse effect on the Group's and the Bank's business, financial condition, results of operations and prospects.

Historically, one of the Bank's principal sources of funds has been customer deposits. If depositors withdraw their funds at a rate faster than the rate at which borrowers repay their loans, or if the Bank is unable to obtain the necessary liquidity by other means, it would be unable to maintain its current levels of funding without incurring significantly higher funding costs, having to liquidate certain assets or increasing its Eurosystem borrowings.

The on-going availability of customer deposits to fund the Bank's loan portfolio is subject to potential changes in certain factors outside the Bank's control, such as depositors' concerns relating to the economy in general, the financial services industry or the Bank specifically, an increasing tax burden thus leading depositors to use their funds (and subsequently decrease their deposits), increased competition by Greek and foreign banks through internet deposit products, perceived risks relating to bail-in measures and the availability and extent of deposit guarantees. Any of these factors individually or in combination could lead to a sustained reduction in the Bank's ability to access customer deposit funding on appropriate terms in the future, which would impact the Bank's ability to fund its operations and meet its minimum liquidity requirements and have an adverse effect on the Bank's business, financial condition, results of operations and prospects.

Risks relating to regulation

The Group is subject to extensive and complex regulation, which is the subject of ongoing change and reform in each jurisdiction in which it operates, imposing a significant compliance burden on the Group and increasing the risk of non-compliance.

The Group is subject to financial services laws, regulations, administrative actions and policies in each jurisdiction in which it operates. All of these regulatory requirements are subject to change, particularly in the current market environment, where there have been unprecedented levels of government intervention and changes to the regulations governing financial institutions. In response to the global financial crisis, national governments as well as supranational groups, such as the EU, have been considering and implementing significant changes to current bank regulatory frameworks, including those pertaining to capital adequacy, liquidity and the scope of banks' operations. For example, significant amendments to Regulation (EU) No 575/2013, Directive 2014/59/EU and Regulation (EU) No 806/2014 were published in the Official Journal of the EU in June 2019. The amendments to Regulation (EU) No 575/2013 introduced by virtue of Regulation (EU) 2019/876 have been directly applicable since 28 June 2021, subject to certain exceptions, with further amendments introduced by Regulation (EU) 2020/873 and 2021/558 to mitigate the economic effects of the COVID-19 pandemic. Moreover, Directives (EU) 2019/878 and 2019/2034, which amend Directive 2013/36/EU, was transposed into Greek law by virtue of Greek Laws 4799/2021 and 4920/2022 respectively.

Compliance with new requirements may also restrict certain types of transactions, affect the Group's strategy and limit or adversely affect the way in which the Group prices its products, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

As regulation becomes increasingly complex, the risk of non-compliance with applicable regulation increases. Actual or perceived non-compliance with applicable regulation could result in litigation or regulatory investigation, either of which could result in sanctions, monetary or otherwise. Any such sanctions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Moreover, any determination (by a regulator or otherwise) that the Group has not complied with applicable regulation may have an adverse effect on the Group's reputation.

The Group and the Bank are required to maintain minimum capital ratios, and changes in regulation may result in uncertainty about their ability to achieve and maintain required capital levels and liquidity.

The Group and the Bank are required by their regulators to maintain minimum capital ratios – see "*Regulation and Supervision – Capital Adequacy Framework*". These required levels may increase in the future, for example pursuant to the supervisory review and evaluation process ("**SREP**") as applied to the Bank. In addition, the manner in which the requirements are applied may adversely affect the Group and/or the Bank's capital ratios.

The Bank, its regulated subsidiaries and its branches are subject to the risk of having insufficient capital resources or a lack of liquidity to meet the minimum regulatory capital and/or liquidity requirements set by their regulators. In addition, those minimum regulatory capital requirements are likely to increase in the future and the methods of calculating capital resources may change, including in ways that result in the Bank or the Group's capital ratios being worse than under the existing methodology for calculating them. The SSM could introduce risk-weighted asset ("**RWA**") floors (as it has done in other jurisdictions), and further harmonisation of booking of RWAs could increase the risk weighting of exposures. In addition, proposals have been discussed that would cap the amount of sovereign bonds banks could hold, or assign risk weights to sovereign bond holdings, which could require banks to raise additional capital.

For example, under the HAPS, introduced by virtue of Law 4649/2019, and HAPS 2, the Greek government grants its irrevocable and unconditional guarantee in favour of the senior notes issued in the context of securitisation structures and submitted in the scope of HAPS. The prudential regulator has communicated that such senior notes with the benefit of the Greek State guarantee will receive a 0 per cent. risk weighting. The Bank has retained the whole of the senior notes issued under Project Galaxy for the securitisation of NPEs, which has been submitted under the HAPS and has received the State irrevocable and unconditional guarantee and under Project Cosmos, for which a binding agreement was signed on 22 October 2021 with an application submitted under the HAPS scheme extension. Nevertheless, there can be no assurance that such regulatory treatment will be retained in the future or that a higher risk weighting, in the light of any adverse developments causing underperformance of the securitisation structures, will not be introduced.

Likewise, the Group is obliged under applicable regulations to retain a certain liquidity coverage ratio – see "*Regulation and Supervision – Capital Adequacy Framework – Liquidity Requirements*". Such liquidity requirements may come under increased scrutiny and may place additional stress on the Group's liquidity demands in the jurisdictions in which it operates. Compliance with new requirements may increase the Group's regulatory capital and liquidity requirements and costs, disclosure requirements, restrict certain types of transactions, affect its strategy and limit or require the modification of rates or fees that are charged on certain loan and other products, any of which could lower the return on the Group's investments, assets and equity. Any of these factors may result in the need for additional capital for the Group. If the Group is not able to meet its capital requirements by raising funds from the capital markets, it may need to seek additional funding by means of state aid and/or from the applicable resolution authority, thereby increasing the likelihood that shareholders will be subject to limitations on their rights and/or incur significant losses in their investments, *inter alia*, by operation of the applicable provisions of the BRRD Law (as defined below) and the HFSF Law. Similarly, holders of the Notes ("**Noteholders**" or "**holders**") may be subjected to resolution measures by the competent authority by operation of the BRRD Law – see further "*Regulation and Supervision – Recovery and resolution of credit institutions/The HFSF*".

Negative results in the Group's stress testing may have an adverse effect on the Group's funding cost or the public's confidence in the Group and, consequently, may adversely affect its business, financial condition, results of operations and prospects.

The EBA conducts stress tests in order to evaluate the capital base of EU banks and identify potential capital shortfalls. Stress tests analysing the European banking sector have been, and the Bank anticipates that they will continue to be, published by national and supranational regulatory authorities.

The EU-wide stress test for 2023 includes additional 26 banks that have been added to the stress test sample compared to the 2021 exercise and further proportionality has been introduced into the methodology. The Bank is part of the EBA sample for the 2023 stress test exercise. This exercise will assess EU banks' resilience to an adverse economic shock and inform the 2023 SREP.

On 4 November 2022 the EBA published the final methodology, templates and template guidance for the 2023 EU-wide stress test along with the milestone dates for the exercise. The methodology and templates cover all relevant risk areas and have considered the feedback received from industry. The results will be published by the end of July 2023. The 2023 EU-wide stress test uses a constrained bottom-up approach with some top-down elements. Balance sheets are assumed to be constant. The focus is on the assessment of the impact of adverse shocks on banks' solvency. Banks are required to estimate the evolution of a common set of risks (credit, market, counterparty, and operational risk) under an adverse scenario

Asset quality reviews and stress testing exercises in countries where the Group operates may result in additional capital requirements. In addition, a loss of confidence in the banking sector following the announcement of any stress tests that take place from time to time regarding the Group or the Greek banking system as conducted in accordance with the legislative framework in force, or a market perception that any such stress tests are not rigorous enough, could also have a negative effect on the Group's cost of funding and may thus have a material adverse effect on its results of operations and financial condition.

The Bank Recovery and Resolution Directive may have a material adverse effect on the Group's and the Bank's business, financial condition, results of operations and prospects.

Directive 2014/59/EU, as amended by Directive (EU) 2019/879, Directive (EU) 2019/2034 and Directive (EU) 2019/2162 and as may be further amended from time to time (the "**BRRD**"), sets out rules designed to harmonise and improve the tools for dealing with bank crises across the EU to ensure that shareholders, creditors and unsecured depositors mandatorily participate in the recapitalisation and/or the liquidation of troubled banks. The BRRD has been implemented in Greece by virtue of Greek Law 4335/2015, as amended by Greek Law 4799/2021 and Greek Law 4920/2022 and as amended from time to time (the "**BRRD Law**") and in the other EU countries in which the Group has banking operations.

Where a financial holding company (such as Alpha Holdings) and/or a credit institution (such as the Bank) is determined to be failing or likely to fail (as contemplated by the BRRD) and there is no reasonable prospect that any alternative solution would prevent such failure, various resolution actions are available to the relevant regulator under the BRRD comprising the asset separation tool, the bridge institution tool, the sale of business tool and the bail-in tool. These resolution actions are described under "*Regulation and Supervision – Recovery and resolution of credit institutions – Resolution tools*". The BRRD separately contemplates that certain capital instruments (including Tier 2 Notes) and eligible liabilities may be subject to non-viability loss absorption in addition to the application of the general bail-in tool. At the point of non-viability of the Bank or the Group, the SRB, in co-operation with the competent resolution authority, may write down such capital instruments and eligible liabilities and/or convert them into shares. The "no creditor worse off" principle (as set out in Article 34(1)(g) of the BRRD) does not apply to non-viability loss absorption pursuant to Article 59 of the BRRD.

Should Alpha Holdings and/or the Bank be determined to be failing or likely to fail (as contemplated by the BRRD), the application of any of the powers and tools under the banking recovery and resolution regulations applicable to it (including the BRRD) could result in the removal of its Board of Directors and management team and could adversely affect the Group's business, financial condition, results of operations and prospects. This could also result in Notes being written down, converted to equity or cancelled by the competent resolution authority, which could lead to a partial or total loss of investment by the Noteholders regardless of whether or not the financial position of Alpha Holdings and/or the Bank is restored. The resolution authorities may also decide to reduce the nominal interest rate of any Notes.

The BRRD prescribes minimum requirements for own funds and eligible liabilities in the EU legislation ("**MREL**"). The MREL framework provides that there should be sufficient loss-absorbing and recapitalisation capacity available in resolution of any credit institution to implement an orderly resolution that minimises any impact on financial stability, ensures the continuity of critical functions, and avoids exposing taxpayers (public funds) to loss. The Single Resolution Board ("**SRB**") has been authorised to calculate and determine the level of MREL for each EU systemic credit institution (including the Bank). Accordingly, the binding MREL level will apply to the Bank and not to the consolidated Group.

On 23 March 2023, the Bank received a communication from the SRB regarding its binding MREL requirements. The requirements are based on the Bank Recovery and Resolution Directive, i.e. Directive (EU) 2019/879 ("**BRRD II**"), which was transposed under Greek Law 4799/2021 on 18 May 2021.

The SRB decision is based on a single point of entry resolution strategy through the Bank. Alpha Holdings will be the sole issuer of external capital instruments (such as Tier 2 Notes) and has already issued Tier 2 and Additional Tier 1 capital instruments. The Bank will be the Group's sole issuer of external MREL debt and funding instruments (such as Senior Non-Preferred Notes and Senior Preferred Notes). The Bank, continuing to implement its strategy of achieving MREL targets in a sustainable manner, while improving its financial profile and diversifying its funding sources, in September and December 2021 issued senior preferred bonds, amounting to €500 million and €400 million with a maturity of six years and six months and two years, respectively. In October and December 2022 the Bank completed the issuance of senior preferred bonds of €400 million and €450 million with a maturity of three year and four years and six months, respectively. The December 2022 issuance replaced the December 2021 issuance for MREL purposes. In June 2023 the Bank completed the issuance of senior preferred bonds of €500 million with a maturity of six years.

Although, under the terms of the Programme, Alpha Holdings has the ability to issue Senior Non-Preferred Notes and Senior Preferred Notes and Alpha Bank has the ability to issue Tier 2 Notes, this does not, as of the date of this Offering Circular, reflect any change (prospective or otherwise) to the expected issuance plans detailed above, although no assurance can be given that these plans will not be revised in the future.

According to the SRB decision, the Bank needs to meet, from 1 January 2026 on a consolidated basis, the following MREL requirements, namely 23.60 per cent. of Total Risk Exposure Amount ("**TREA**") and 5.91 per cent. of Leverage Exposure ("**LRE**"). The communication also sets out the binding interim MREL requirements that must be met from 1 January 2022, namely 14.02 per cent. of TREA and 5.91 per cent. of LRE. The interim MREL requirements were successfully met by the Bank.

The MREL ratio expressed as a percentage of TREA does not include the combined buffer requirement, currently at 3.5 per cent. (as of 1 January 2023). In line with the regulatory classification of the Bank and the 'no creditor worse off' assessment, no subordination requirement has been set for the Bank.

If market conditions are limited, this could adversely affect the Bank's ability to comply with the SRB's requirements or could result in the Bank issuing MREL at very high costs, which could adversely affect the Group's business, financial condition, results of operations and prospects.

If the Group fails to meet its combined buffer requirement (which will also be considered in conjunction with its MREL resources), resolution authorities have the power to prohibit certain distributions under the BRRD Law.

The SRB's resolution powers (as the competent resolution authority under the BRRD) may also affect the confidence of the Bank's depositors and so may have a significant impact on the Group's results of operations, business, assets, cash flows and financial condition, as well as on the Group's funding activities and the products and services it offers.

Risks relating to credit and other financial risks

Wholesale borrowing costs and access to liquidity and capital may be negatively affected by any future downgrades of the Hellenic Republic's credit rating.

The capacity of the Hellenic Republic to maintain its credit ratings is an important element of its economic and financial recovery, and financial conditions in the private sector will, to a significant extent, depend on such credit ratings. However, there is still considerable uncertainty surrounding the prospective pace of improvement in Greece's sovereign rating.

Downgrades of the Hellenic Republic's rating could occur, for example, as a result of the deterioration of the country's public finances due to COVID-19, or in the event of uncertainty regarding the country's commitment or ability to complete all fiscal reforms or meet other related obligations within the expected timeframe, or as a result of macroeconomic impact caused by the conflict in Ukraine. Should any downgrades occur or rating outlooks turn negative, the financing costs of the Hellenic Republic would increase and its access to capital markets could be disrupted, with negative effects on the cost of capital for Greek banks (including the Bank) and the Group's business, financial condition and results of operations. Downgrades of the Hellenic Republic's credit rating could also result in a corresponding downgrade in the Bank's credit rating and, as a result, increase wholesale borrowing costs and the Group's access to liquidity, which could adversely affect the Group's business and results of operations.

Risks relating to operations outside the Hellenic Republic

The Group conducts international activities outside of Greece.

In addition to its operations in the Hellenic Republic, the Group has operations in Cyprus, Romania, the UK and Luxembourg. The Group's operations in Cyprus and Romania are the Group's largest and most significant operations outside of the Hellenic Republic, accounting for 2.1 per cent. and 7.5 per cent., respectively, of the Group's total net loans as of 31 December 2022. As of 31 December 2022, loans and advances to customers net of allowance for impairment losses relating to the Group's international operations in South Eastern Europe (Cyprus and Romania) amounted to €3.8 billion and due to customers amounted to €5.3 billion. The Group's South Eastern Europe operations are exposed to the risk of adverse political, geopolitical, governmental or economic developments, as well as to changes in the regulatory and legal framework in the countries in which it operates. The war in Ukraine may adversely affect South Eastern European countries and especially the Cypriot economy which is more dependent on Russian economic activity.

The majority of the Group's South Eastern Europe operations are in economies in which the Group faces particular operational risks and unpredictability including, amongst other things, deficit and inflation increases and unexpected new legislation. Such factors could have a material adverse effect on the Group's business, results of operations and financial condition.

The Group's South Eastern Europe operations also expose the Group to foreign currency risk. A decline in the value of the currencies in which the Group's South Eastern Europe subsidiaries receive their income or value their assets relative to the value of the euro may have an adverse effect on the results of operations and financial condition. In addition, adverse economic conditions in Greece may materially adversely affect the Group's South Eastern Europe operations and increase depositors' concerns in these countries, which may, in turn, affect their willingness to continue to do business with the Bank's international subsidiaries.

On 18 July 2022, Alpha Holdings announced that Alpha International Holdings Single Member S.A., a fully owned subsidiary of the Group, had completed the sale of 100 per cent. of its stake in the share capital of Alpha Bank Albania SHA to OTP Bank Plc, following the issuance of the relevant regulatory approvals (known as Project Riviera).

RISKS RELATING TO THE NOTES

General risks relating to a particular issue of Notes

The Notes may be subjected in the future to the bail-in resolution tool by the competent resolution authority and to the mandatory burden sharing measures for the provision of precautionary capital support, which may result in their write-down in full

The transposition of the BRRD into Greek law by virtue of the BRRD Law granted increased powers to the competent resolution authority, which for both Alpha Holdings (as the parent company of a Greek systemic bank) and Alpha Bank (as a Greek systemic bank) is the Board of the SRM, for the imposition of resolution measures to failing entities, as further described in "*Regulation and Supervision – Recovery and resolution of credit institutions*".

These measures include the bail-in tool, through which an entity subjected to resolution may be recapitalised either by way of the permanent write-down or the conversion into common shares of some or all of its liabilities (including Notes issued under the Programme). Any such shares issued upon any such conversion into equity may also be subject to future cancellation, transfer or dilution. The bail-in tool may be imposed either as a sole resolution measure or in combination with any of the other resolution tools that may be used by the resolution authority.

The Notes may, in the future, be subject to the exercise of the resolution measures. Exercise of such measures could involve, *inter alia*: transferring the Notes to another entity notwithstanding any restrictions on transfer; delisting the Notes; amending or altering the maturity of the Notes; amending or altering the date on which interest becomes payable under the Notes, including by suspending payments for a temporary period; and rendering unenforceable any right to terminate or accelerate the Notes that would be triggered by exercise of the resolution measures. In a worst case scenario, the value of the Notes may be written down to zero.

Moreover, the conditions for the HFSF granting precautionary recapitalisation support include, to the extent applicable and among others, the imposition, by virtue of a Cabinet Act, pursuant to article 6a of Greek Law 3864/2010, as amended and in force, of mandatory burden sharing measures on the holders of capital instruments and other liabilities of the entity receiving such support ("**Mandatory Burden Sharing Measures**"). The Mandatory Burden Sharing Measures include the absorption of losses by existing subordinated creditors (which, following the issue of any Tier 2 Notes, include the relevant Noteholders) by writing down the nominal value of their claims. Such write-down is implemented by way of a resolution of the competent corporate body of the entity such that its equity position becomes zero. Although the prevailing view is that Senior Preferred Notes and Senior Non-Preferred Notes are not currently subject to the above provisions of article 6a of Greek Law 3864/2010, as amended and in force, there is no guarantee that such exemption will continue to be applicable in the future nor that a different view may not be adopted by the Cabinet in case of application of the Mandatory Burden Sharing Measures.

The circumstances in which the competent resolution authority may exercise the bail-in tool or other resolution tools are uncertain and such uncertainty may have an impact on the value of the Notes

The conditions in which Alpha Holdings or Alpha Bank may be subject to resolution and the application of the relevant powers of the competent resolution authority are set out in the BRRD and the BRRD Law. Such conditions include the determination by the resolution authority that: (a) the entity is failing or is likely to fail; (b) no reasonable prospect exists that any alternative private sector measures or supervisory action (including early intervention measures or the write-down or conversion of relevant capital instruments and eligible liabilities) would prevent the failure within a reasonable timeframe; and (c) a resolution action is necessary in the public interest, whilst the resolution objectives would not be met to the same extent by the special liquidation of the entity in the sense of article 145 of Greek Law 4261/2014, in conjunction with article 153 of Greek Law 4261/2014, to the extent applicable (the "**Greek Special Liquidation Rules**"). Such conditions, however, are not further specified in the applicable law and very limited precedent as to their application exists so their satisfaction is left to the determination and discretion of the competent resolution authority on the basis of general concepts such as public interest. Such uncertainty may impact on the market perception as to whether an entity meets or does not meet such conditions and as such whether it may be subjected to resolution tools. This may have a material adverse impact on the present value of the Notes and other listed securities of the Issuers.

In addition, if any bail-in action is taken, interested parties, such as creditors or shareholders, may raise legal challenges. The taking of any action under the BRRD Law in relation to the relevant Issuer, or the suggestion of the exercise of any action, could materially adversely affect the rights of Noteholders, the price or value of their investment in the Notes and/or the ability of the relevant Issuer to satisfy its obligations under any Notes. If any litigation arises or is threatened in relation to bail-in actions this may negatively affect liquidity and increase the price volatility of the Issuers' securities (including Notes issued under the Programme).

The Notes may be subject to loss absorption on any application of the general bail-in tool or at the point of non-viability of the relevant Issuer

The BRRD contemplates that Tier 2 Notes may be subject to non-viability loss absorption in addition to the application of the general bail-in tool. Certain amendments to the BRRD, as implemented in the Hellenic Republic by virtue of Greek Law 4583/2018, extend non-viability loss absorption to Senior Preferred Notes and Senior Non-Preferred Notes. At the point of non-viability, the SRB in co-operation with the competent resolution authority may write down capital instruments and eligible liabilities (including Notes issued under the Programme) and/or convert them into shares. See also "*The Bank Recovery and Resolution Directive may have a material adverse effect on the Group's and the Bank's business, financial condition, results of operations and prospects*" and "*Regulation and Supervision – Recovery and resolution of credit institutions*".

The Notes provide for limited events of default. Noteholders may not be able to exercise their rights on an event of default in the event of the adoption of any early intervention or resolution measure under the BRRD (or any relevant measure implementing the same)

Noteholders have no ability to accelerate the maturity of their Notes except in the case that an order is made or an effective resolution is passed for the Winding-Up of the relevant Issuer, as provided in the Conditions. In the event that any payment on the Notes is not made when due, each Noteholder will have a right to institute proceedings for the Winding-Up of the relevant Issuer and to claim for amounts then due and payable on their Notes, as provided for in the Conditions.

In addition, as mentioned in *"The Notes may be subjected in the future to the bail-in resolution tool by the competent resolution authority and to the mandatory burden sharing measures for the provision of precautionary capital support, which may result in their write-down in full*", the relevant Issuer may be subject to a procedure of early intervention or resolution pursuant to the BRRD as implemented through Greek Law 4335/2015, as amended and currently in force. The adoption of any early intervention or resolution procedure shall not itself constitute an event of default or entitle any counterparty of the relevant Issuer to exercise any rights it may otherwise have in respect thereof.

Moreover, any enforcement by a Noteholder of its rights under the Notes upon the occurrence of an event of default following the adoption of any early intervention or any resolution procedure will be subject to the relevant provisions of the BRRD, the Greek banking law 4261/2014, as in force, or Greek Law 4335/2015 in relation to the exercise of the relevant measures and powers pursuant to such procedure, including the resolution tools and powers referred to therein. Any claims on the occurrence of an event of default will consequently be limited by the application of any measures pursuant to the provisions of the BRRD, the Greek banking law 4261/2014, as in force, or Greek Law 4335/2015. There can be no assurance that the taking of any such action would not adversely affect the rights of Noteholders, the price or value of their investment in the Notes and/or the ability of the relevant Issuer to satisfy its obligations under the Notes and the enforcement by a Noteholder of any rights it may otherwise have on the occurrence of any event of default may be limited in these circumstances.

Risks relating to the structure of a particular issue of Notes

A range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Each of the risks highlighted below could adversely affect the trading price of any Notes or the rights of investors under any Notes and, as a result, investors could lose some or all of their investment. Set out below is a description of the most common such features:

An investor in Tier 2 Notes assumes an enhanced risk of loss in the event of the relevant Issuer's Winding-Up or the failure of the relevant Issuer to satisfy the solvency condition set out in Condition 2(c)

In the event of the Winding-Up of the relevant Issuer, the relevant Issuer will be required to pay Senior Creditors in full before it can make any payments on the relevant Tier 2 Notes. If this occurs, the relevant Issuer may not have enough assets remaining after these payments to pay amounts due under the relevant Tier 2 Notes.

In addition, in the event of the Winding-Up of the relevant Issuer, the relevant Issuer's obligations to make payments of principal and interest in respect of Tier 2 Notes will be conditional upon the relevant Issuer being solvent at the time of making such payments. Principal or interest will not be payable in respect of Tier 2 Notes in such Winding-Up except to the extent that, at the time of making such payments, the relevant Issuer could make such payment and still be solvent immediately thereafter. For this purpose, the relevant Issuer shall be considered to be solvent if it can pay principal and interest in respect of the Tier 2 Notes and still be able to pay its outstanding debts to Senior Creditors, which are due and payable.

In the event that the relevant Issuer is not solvent (as described above), holders of Tier 2 Notes may not be paid some or all of the principal or interest that would otherwise be due. In the case of the Winding-Up of the relevant Issuer, the holders will only be paid by the relevant Issuer after all Senior Creditors have been paid in full and the holders irrevocably waive their right to be treated equally with all other unsecured, unsubordinated creditors of the relevant Issuer in such circumstances. Any actual or perceived risk that the relevant Issuer is not solvent (as described above) may affect the market value or liquidity of the Tier 2 Notes.

There is no restriction on the amount of securities or other liabilities that the relevant Issuer may issue, incur or guarantee and which rank senior to, or *pari passu* with, the Tier 2 Notes. The issue or guaranteeing of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by holders of Tier 2 Notes during a Winding-Up of the relevant Issuer and may limit the relevant Issuer's ability to meet its obligations under the Tier 2 Notes.

Although Tier 2 Notes may pay a higher rate of interest than comparable Notes which are not subordinated, there is a significant risk that an investor in Tier 2 Notes will lose all or some of their investment in the event that the relevant Issuer becomes insolvent. Furthermore, pursuant to Greek Law 3864/2010, as amended and in force, in certain circumstances where a credit institution has been unable to cover a capital shortfall through voluntary measures, the relevant Issuer's liability in respect of Tier 2 Notes may mandatorily be converted into ordinary shares or may be written down and cancelled in part or in full.

The relevant Issuer's obligations under Senior Non-Preferred Notes rank junior to the present and future obligations of the relevant Issuer in respect of Senior Preferred Notes and other Higher Ranking Creditors

As provided under Condition 2(b)(ii), the rights of the holders of any Senior Non-Preferred Notes will rank junior to present and future obligations of the relevant Issuer in respect of Senior Preferred Notes and other Higher Ranking Creditors.

Although Senior Non-Preferred Notes may pay a higher rate of interest than comparable Notes which benefit from a higher or a preferential ranking, there is a real (and more probable) risk that an investor in Senior Non-Preferred Notes will lose all or some of their investment should the relevant Issuer become insolvent.

Alpha Bank's obligations under Notes issued by it rank junior to creditors having Senior Ranking Claims in the case of Winding-Up of Alpha Bank

Certain obligations of Greek credit institutions (including Alpha Bank), such as obligations vis-à-vis the Greek state, obligations of eligible deposits (within the meaning of Greek Law 4370/2016) exceeding the protection amount of the deposit guarantee scheme, etc. enjoy a higher ranking in the case of a Winding-Up of Alpha Bank ("**Senior Ranking Claims**"). The claims of Noteholders against Alpha Bank will rank junior to Senior Ranking Claims in the case of a Winding-Up of Alpha Bank. Thus, if Senior Ranking Claims exist against Alpha Bank, there is a risk that an investor in the relevant Notes will lose all or some of its investment should Alpha Bank become subject to Winding-Up.

The Notes may be redeemed prior to maturity

The Notes may be redeemed, as set out in the Conditions, at the option of the relevant Issuer in certain circumstances including:

- the occurrence of one or more of the tax events described in Condition 4(b);
- (in the case of Tier 2 Notes only) if applicable, upon the occurrence of a Capital Disqualification Event as described in Condition 4(c);
- if applicable, upon the occurrence of an MREL Disqualification Event as described in Condition 4(d), which shall apply if all or part of the aggregate outstanding principal amount of the Notes ceases to be included fully or partially in the MREL-Eligible Liabilities or neither the relevant Issuer nor the Group (as defined in the Conditions) is required to maintain any MREL-Eligible Liabilities pursuant to the MREL Requirements;
- if applicable, on an Optional Redemption Date as described in Condition 4(e); or
- if Clean-up Call Option is applicable, the Clean-up Call Minimum Percentage (or more) of the principal amount outstanding of a Series of Notes having been redeemed or purchased and subsequently cancelled pursuant to Condition 4(g).

An optional redemption feature is likely to limit the market value of the Notes. During any period when the relevant Issuer may elect to redeem the Notes, or during any period when it is perceived that the relevant Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

In respect of Notes which are conventional debt securities, the relevant Issuer may redeem such Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Early redemption or purchase or substitution or variation or modification of the Notes may be restricted

Any early redemption or purchase or substitution or variation or modification of the Notes is subject to (i) the relevant Issuer giving notice to the Relevant Resolution Authority and/or the Relevant Regulator (as applicable) and such Relevant Resolution Authority and/or Relevant Regulator (as applicable) granting prior permission to redeem or purchase or substitute or vary or modify the relevant Notes, in each case to the extent and in the manner required by the MREL Requirements and/or the Capital Regulations (as applicable), and (ii) compliance by the relevant Issuer with any alternative or additional pre-conditions to redemption or purchase or substitution or variation or modification, as applicable, as set out in the MREL Requirements and/or the Capital Regulations (as applicable), in each case as provided in Condition 4(k) and/or Condition 4(l) (as applicable).

As any early redemption, purchase, substitution, variation or modification of any such Notes will be subject to the prior permission of the Relevant Resolution Authority and/or the Relevant Regulator (as applicable), the outcome may not necessarily reflect the commercial intention of the relevant Issuer or the commercial expectations of the holders of those Notes and this may have an adverse impact on the market value of the relevant Notes.

Substitution or variation of Notes

If, in the case of any Series of Notes, "Substitution and Variation" is specified as being applicable in the applicable Pricing Supplement and an MREL Disqualification Event or Capital Disqualification Event or any of the events described in Condition 4(b) has occurred and is continuing (in each case to the extent applicable to the relevant Notes), or in order to ensure the effectiveness and enforceability of Condition 17 (including, without limitation, changing its governing law), then the relevant Issuer may, subject as provided in Conditions 4(k), 4(l) and 4(m) of the Notes (as applicable) and without the need for any consent of the Noteholders or the Couponholders, substitute all (but not some only) of such Series of Notes for, or vary the terms of such Series of Notes so that the Notes remain or become (as appropriate) Qualifying Senior Preferred Notes, Qualifying Senior Non-Preferred Notes or Qualifying Tier 2 Notes.

No assurance can be given as to whether any of these changes will negatively affect any particular holder. In addition, the tax and stamp duty consequences of holding such substituted or varied Notes could be different for some categories of Noteholders from the tax and stamp duty consequences for them of holding such Notes prior to such substitution or variation. There can also be no assurance that the terms of any Qualifying Senior Preferred Notes, Qualifying Senior Non-Preferred Notes or Qualifying Tier 2 Notes, as the case may be, will be viewed by the market as equally favourable to Noteholders, or that such Notes will trade at prices that are equal to the prices at which the Notes would have traded on the basis of their original terms.

Waiver of Set-off

Each Noteholder unconditionally and irrevocably waives any right of Set-off which it might otherwise have, under the laws of any jurisdiction, in respect of each Note.

Limitation on gross-up obligation under the Notes

The obligation under Condition 8 to pay additional amounts in the event of any withholding or deduction in respect of taxes on any payments under the terms of the Notes applies only to payments of interest and not to payments of principal or premium (as applicable). As such, the relevant Issuer would not be required to pay any additional amounts under the terms of the Notes to the extent any withholding or deduction applied to payments of principal or premium (as applicable). Accordingly, if any such withholding or deduction were to apply to any payments of principal or premium (as applicable) under the Notes, Noteholders may receive less than the full amount of principal or premium (as applicable) due under such Notes upon redemption, and the market value of such Notes may be adversely affected.

The regulation and reform of benchmarks may adversely affect the value of Notes linked to or referencing such benchmarks

Interest rates and indices which are deemed to be benchmarks (including EURIBOR and ROBOR) are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes linked to or referencing such a benchmark.

Regulation (EU) 2016/1011 (the "**EU Benchmarks Regulation**") applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities (such as the Issuers) of benchmarks of administrators that are not authorised or registered (or, if non-EU-based, not deemed equivalent or recognised or endorsed). The EU Benchmarks Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK Benchmarks Regulation**"), among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the UK Financial Conduct Authority (the "**FCA**") or registered on the FCA register (or, if non-UK-based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and the UK Benchmarks Regulation could have a material impact on any Notes linked to or referencing a benchmark, in particular, if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the Benchmarks Regulation. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the benchmark.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Such factors may have the following effects on certain benchmarks (including EURIBOR or ROBOR): (i) discourage market participants from continuing to administer or contribute to the benchmark; (ii) trigger changes in the rules or methodologies used in the benchmark; or (iii) lead to the disappearance of the benchmark. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to or referencing a benchmark.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the Benchmarks Regulation reforms in making any investment decision with respect to any Notes linked to or referencing a benchmark.

Future discontinuance of a benchmark may adversely affect the value of Floating Rate Notes and/or Reset Notes which reference or are linked to such benchmark

Investors should be aware that, if a benchmark were discontinued or otherwise unavailable, the rate of interest on Floating Rate Notes and Reset Notes which reference or are linked to such benchmark will be determined for the relevant period by the fall-back provisions applicable to such Notes. If the circumstances described in the preceding paragraph occur and (i) in the case of Floating Rate Notes, Benchmark Replacement is specified in the applicable Pricing Supplement as being applicable or (ii) in the case of Reset Notes, Benchmark Replacement is specified in the applicable Pricing Supplement as being applicable and the Reset Reference Rate is specified as Mid-Swap Rate in the applicable Pricing Supplement, such fall-back arrangements will include the possibility that the relevant rate of interest (or, as applicable, component thereof) could be set or, as the case may be, determined by reference to a Successor Reference Rate or an Alternative Reference Rate (as applicable) determined by an Independent Adviser or, if the relevant Issuer is unable to appoint an Independent Adviser or the Independent Adviser appointed by the relevant Issuer fails to make such determination, the relevant Issuer. An Adjustment Spread may be determined by the relevant Independent Adviser or the relevant Issuer (as applicable) and, if so determined, shall be applied to such Successor Reference Rate or Alternative Reference Rate, as the case may be.

In addition, the relevant Independent Adviser or the relevant Issuer (as applicable) may also determine (acting in good faith and in a commercially reasonable manner) that other amendments to the Conditions of the relevant Notes are necessary in order to follow market practice in relation to the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) and to ensure the proper operation of the relevant Successor Reference Rate or Alternative Reference Rate (as applicable).

No consent of the Noteholders shall be required in connection with effecting any relevant Successor Reference Rate or Alternative Reference Rate (as applicable) or any other related adjustments and/or amendments described above.

In certain circumstances, the ultimate fallback of interest for a particular Interest Period or Reset Period (as applicable) may result in the rate of interest for the last preceding Interest Period or Reset Period (as applicable) being used. This may result in the effective application of a fixed rate for Floating Rate Notes or Reset Notes (as applicable) based on the rate which was last observed on the Relevant Screen Page for the purposes of determining the rate of interest in respect of an Interest Period or a Reset Period (as applicable). In addition, due to the uncertainty concerning the availability of Successor Reference Rates and Alternative Reference Rates and the involvement of an Independent Adviser, the relevant fallback provisions may not operate as intended at the relevant time.

Any such consequences could have a material adverse effect on the value of and return on any such Notes. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant rate could affect the ability of the relevant Issuer to meet its obligations under the relevant Floating Rate Notes or Reset Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Floating Rate Notes or Reset Notes. Investors should note that the relevant Independent Adviser or the relevant Issuer (as applicable) will have discretion to adjust the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) in the circumstances described above by the application of an Adjustment Spread. Any such adjustment could have unexpected commercial consequences and there can be no assurance that, due to the particular circumstances of each Noteholder, any such adjustment will be favourable to each Noteholder.

In addition, potential investors should also note that no Successor Reference Rate or Alternative Reference Rate (as applicable) will be adopted, and no other amendments to the terms of the Notes will be made if, and to the extent that, in the determination of the relevant Issuer, the same could reasonably be expected to:

(i) prejudice the qualification of the relevant Notes as Tier 2 Capital and/or MREL Eligible Liabilities (as applicable); and/or

(ii) result in the Relevant Regulator and/or the Relevant Resolution Authority (as applicable) treating the next Interest Payment Date or the next Reset Date, as the case may be, as the effective maturity of the Notes, rather than the relevant Maturity Date.

Investors should consider all of these matters when making their investment decision with respect to the relevant Floating Rate Notes or Reset Notes.

Reset Notes

Reset Notes will initially bear interest at the relevant Initial Rate of Interest until (but excluding) the relevant First Reset Date. On the relevant First Reset Date, the relevant Second Reset Date (if applicable) and each relevant Subsequent Reset Date (if any) thereafter, the Rate of Interest will be reset to the sum of the relevant Reset Reference Rate and the relevant margin as determined by the Calculation Agent on the relevant Reset Determination Date (each such interest rate, a "**Subsequent Rate of Interest**"). The Subsequent Reset Rate of Interest for any Reset Period could be less than the relevant Initial Rate of Interest or the relevant Subsequent Rate of Interest for the prior Reset Period, which could adversely affect the market value of an investment in the relevant Reset Notes.

Fixed Rate Notes

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Fixed Rate Notes.

If the Notes include a feature to convert the interest basis from a fixed rate to a floating rate, or vice versa, this may affect the secondary market and the market value of the Notes concerned

Fixed/Floating Rate Notes are Notes which bear interest at a rate that converts from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Such a feature to convert the interest basis, and any conversion of the interest basis, may affect the secondary market in, and the market value of, such Notes as the change of interest basis may result in a lower interest return for Noteholders. Where the Notes convert from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. Where the Notes convert from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on those Notes and could affect the market value of an investment in the relevant Notes.

Notes which are issued at a substantial discount or premium may experience price volatility in response to changes in market interest rates

The market values of securities issued at a substantial discount (such as Zero Coupon Notes) or premium to their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for more conventional interest-bearing securities. Generally, the longer the remaining term of such securities, the greater the price volatility as compared to more conventional interest-bearing securities with comparable maturities.

Risks relating to the Notes generally

Set out below is a description of material risks relating to the Notes generally:

The Conditions of the Notes contain provisions which may permit their modification without the consent of all investors

The Conditions of the Notes, when read together with the Greek Bond Laws, contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. The Greek Bond Laws prevent a Noteholder who holds at least one quarter of the Issuer's share capital from voting at meetings of Noteholders.

The Conditions of the Notes also provide that the relevant Issuer may, without the consent of Noteholders, substitute a Permitted Entity (including any Successor in Business of the relevant Issuer or, in the case of Notes issued by Alpha Holdings, Alpha Bank or any Successor in Business of Alpha Bank) as principal debtor under any Notes in place of the relevant Issuer, in the circumstances and subject to the conditions described in

Condition 14. Furthermore, in the event that "Substitution to Holding Company" is specified as "Applicable" in the applicable Pricing Supplement, in relation to Notes issued by Alpha Bank, Alpha Holdings, any Successor in Business of Alpha Holdings or any other Holding Company of Alpha Bank may be substituted as Issuer and, in relation to Notes issued by Alpha Holdings, any Holding Company of Alpha Holdings may be substituted as Issuer (in each case, without any guarantee from the original issuer). No assurance can be given as to the impact of any substitution of the relevant Issuer as described above and any such substitution could materially adversely impact the value of any Notes affected by it.

Any such substitution may be accompanied by a change in the ranking of the Notes in the circumstances described in Condition 14, including (in the case of an issue of Senior Preferred Notes by Alpha Holdings that is substituted such that the issuer becomes Alpha Bank (or its Successor in Business)) that the Notes may be varied so that they become Senior Non-Preferred Notes, see "*The relevant Issuer's obligations under Senior Non-Preferred Notes rank junior to the present and future obligations of the relevant Issuer in respect of Senior Preferred Notes and other Higher Ranking Creditors*" above.

Investors who hold less than the minimum Specified Denomination may be unable to sell their Notes and may be adversely affected if definitive Notes are subsequently required to be issued

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of such minimum Specified Denomination. In such a case, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in its account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination. Further, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in its account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination.

If such Notes in definitive form are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade. This may have a detrimental impact on the value of the Notes in the secondary market.

The value of the Notes could be adversely affected by a change in English law or Greek Law or administrative practice

The Conditions of the Notes are based on English law and Greek Law in effect as at the date of this Offering Circular (see Condition 18). No assurance can be given as to the impact of any possible judicial decision or change to English law or Greek Law or administrative practice after the date of this Offering Circular and any such change could materially adversely impact the value of any Notes affected by it.

Because the Global Notes are held on behalf of Euroclear and Clearstream, Luxembourg, investors will have to rely on their procedures for transfer, payment and communication with the relevant Issuer

Notes issued under the Programme may be represented by one or more Global Notes. Such Global Notes will be deposited with a common depositary or a common safekeeper for Euroclear and Clearstream, Luxembourg. Except in the circumstances described in the relevant Global Note, investors will not be entitled to receive definitive Notes. Euroclear and Clearstream, Luxembourg will maintain records of the beneficial interests in the Global Notes. While the Notes are represented by one or more Global Notes, investors will be able to trade their beneficial interests only through Euroclear and Clearstream, Luxembourg.

While the Notes are represented by one or more Global Notes, the relevant Issuer will discharge its payment obligations under the Notes by making payments to the common depositary or common safekeeper for Euroclear and Clearstream, Luxembourg for distribution to their accountholders. A holder of a beneficial interest in a Global Note must rely on the procedures of Euroclear and Clearstream, Luxembourg to receive payments under the relevant Notes. The relevant Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.

Holders of beneficial interests in the Global Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear and Clearstream, Luxembourg to appoint appropriate proxies. Similarly, holders of beneficial interests in the Global Notes will not have a direct right under the Global Notes to take enforcement action against the relevant Issuer in the event of a default under the relevant Notes.

Taxation

Potential investors in the Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of those countries. In particular, investors should note that the Greek income taxation framework was reformed by virtue of Law 4172/2013, effective as at 1 January 2014, as amended from time to time. Please see "*Taxation*" for further details. Little precedent exists as to the application of this framework. Further, non-Greek tax residents may have to submit a declaration of non-residence or produce documentation evidencing non-residence in order to claim any exemption under applicable tax laws of Greece.

RISKS RELATING TO THE MARKET GENERALLY

An active secondary trading market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell its Notes

Notes may have no established trading market when issued, and one may never develop. If a market for the Notes does develop, it may not be very liquid and may be sensitive to changes in financial markets. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies, are being issued to a single investor or a limited number of investors or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. In addition, should the relevant Issuer be in financial distress, this is likely to have a further significant impact on the secondary market for the Notes and investors may have to sell their Notes at a substantial discount to their principal amount. Illiquidity may have a severely adverse effect on the market value of the Notes.

Furthermore, although application has been made for the Notes issued under the Programme on the Luxembourg Stock Exchange's Euro MTF Market, there is no assurance that such application will be accepted, that any particular Tranche of Notes will be so admitted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes.

Difference between the Notes and bank deposits

An investment in the Notes may give rise to higher yields than a bank deposit. However, an investment in the Notes carries risks which are very different from the risks associated with a bank deposit, with the higher yield of the Notes generally attributable to the greater risks associated with investment in the Notes. Holders may lose all or some of their investment in the Notes.

Bank deposits are generally repayable on demand, or with notice from the depositors, whereas holders of the Notes have no ability to require early repayment of their investment other than in an event of default (see Condition 9 of the Terms and Conditions of the Notes). Furthermore, although the Notes are transferable, the Notes may have no established trading market when issued, and one may never develop. See "*An active secondary trading market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell its Notes*".

If an investor holds Notes which are not denominated in the investor's home currency, it will be exposed to movements in exchange rates adversely affecting the value of its holding. In addition, the imposition of exchange controls in relation to any Notes could result in an investor not receiving payments on those Notes

The relevant Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency-equivalent value of the principal payable on the Notes and (3) the Investor's Currency-equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the relevant Issuer to make payments in respect of the Notes. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Credit ratings assigned to the relevant Issuer or any Notes may not reflect all the risks associated with an investment in those Notes

One or more independent credit rating agencies may assign credit ratings to the relevant Issuer or the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

In addition, rating agencies may assign unsolicited ratings to the Notes. In such circumstances, there can be no assurance that the unsolicited rating(s) will not be lower than the comparable solicited ratings assigned to the Notes, which could adversely affect the market value and liquidity of the Notes.

In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by ESMA on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the UK CRA Regulation. As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Offering Circular.

OVERVIEW OF THE PROGRAMME

The following overview does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular and, in relation to the terms and conditions of any particular Tranche of Notes, the applicable Pricing Supplement. The relevant Issuer and any relevant Dealer may agree that Notes shall be issued in a form other than that contemplated in the Terms and Conditions, in which event the relevant provisions will be included in the applicable Pricing Supplement.

Words and expressions defined in "*Form of the Notes*" and "*Terms and Conditions of the Notes*" shall have the same meanings in this Overview.

Issuers:	Alpha Services and Holdings S.A., incorporated and registered in the Hellenic Republic as a public company under Law 4548/2018, incorporated with limited liability (with GEMI number 000223701000 and Tax Identification Number 094014249) for the period ending 2100. Alpha Bank S.A., incorporated and registered in the Hellenic Republic as a public company under Law 4548/2018, incorporated with limited liability (with GEMI number 159029160000 and Tax Identification Number 996807331) for the period ending 2101.
Alpha Holdings Legal Entity Identifier (LEI):	5299009N55YRQC69CN08
Alpha Bank Legal Entity Identifier (LEI):	213800DBQIB6VBNU5C64
Description:	Euro Medium Term Note Programme (the "**Programme**")
Arranger:	Citigroup Global Markets Europe AG
Dealers:	Alpha Bank S.A. Citigroup Global Markets Europe AG and any other Dealers appointed from time to time either generally in respect of the Programme or in relation to a particular Tranche of Notes, in each case, in accordance with the Programme Agreement.
Certain Restrictions:	Each issue of Notes denominated in a currency in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements from time to time (see "*Subscription and Sale*" herein). ***Notes having a maturity of less than one year*** Notes having a maturity of less than one year will constitute deposits for the purposes of the prohibition on accepting deposits contained in section 19 of the FSMA unless they are issued to a limited class of professional investors and

	have a denomination of at least £100,000 or its equivalent (see "*Subscription and Sale*" herein).
Issuing and Principal Paying Agent:	Citibank, N.A., London Branch
Noteholders Agent:	Prior to the completion of an issue of Notes, if (and for so long as the Issuers consider that it is) so required by the Greek Bond Laws (to the extent applicable), the Issuers shall appoint a Noteholders Agent by way of a Noteholders Agency Agreement and in accordance with the provisions of the Greek Bond Laws.
Luxembourg Paying Agent:	Banque Internationale à Luxembourg S.A.
Luxembourg Listing Agent:	Banque Internationale à Luxembourg S.A.
Programme Amount:	Up to EUR 15,000,000,000 (or its equivalent in other currencies calculated as described herein) outstanding at any time. The Issuers may increase the amount of the Programme in accordance with the terms of the Programme Agreement.
Distribution:	Subject to applicable selling restrictions, Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.
Currencies:	Subject to any applicable legal or regulatory or central bank requirements, such currencies as may be agreed between the relevant Issuer and the relevant Dealer (as indicated in the applicable Pricing Supplement).
Maturities:	Such maturities as may be agreed between the relevant Issuer and the relevant Dealer and as indicated in the applicable Pricing Supplement, subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant Issuer or the relevant Specified Currency. *Tier 2 Notes must have a maturity date falling at least five years after the Issue Date of such Tier 2 Notes (as defined below).*
Issue Price:	Notes may be issued on a fully-paid basis and at an issue price which is at par or at a discount to, or premium over, par, as specified in the applicable Pricing Supplement.
Form of Notes:	The Notes will be issued in bearer form, as described in "*Form of the Notes*" below. Notes to be issued under the Programme will be either (i) senior preferred Notes ("**Senior Preferred Notes**"), (ii) senior non-preferred Notes ("**Senior Non-Preferred**

Notes") or (iii) Tier 2 Notes ("**Tier 2 Notes**") as indicated in the applicable Pricing Supplement.

Each Tranche of Notes will (unless otherwise specified in the applicable Pricing Supplement) initially be represented by a temporary global Note. Each global Note which is not intended to be issued in new global note form, as specified in the applicable Pricing Supplement, will be deposited on the relevant Issue Date with a common depositary for Euroclear and Clearstream, Luxembourg and/or any other agreed clearing system as specified in the applicable Pricing Supplement and each global Note which is intended to be issued in new global note form (a "**New Global Note**" or "**NGN**"), as specified in the applicable Pricing Supplement, will be deposited on or around the relevant issue date with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Interests in each temporary global Note will be exchangeable, upon request as described therein, for either interests in a permanent global Note or definitive Notes (as indicated in the applicable Pricing Supplement and subject, in the case of definitive Notes, to such notice period as is specified in the applicable Pricing Supplement), in either case not earlier than 40 days after the Issue Date upon certification of non-US beneficial ownership as required by US Treasury regulations. The applicable Pricing Supplement will specify that a permanent global Note either (i) is exchangeable (in whole but not in part) for definitive Notes upon not less than 60 days' notice or (ii) is only exchangeable (in whole but not in part) for definitive Notes upon the occurrence of an Exchange Event, as described in "*Form of the Notes*" below. Any interest in a global Note will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, Luxembourg and/or any other agreed clearing system, as appropriate.

Fixed Rate Notes:

Fixed interest will be payable on such date or dates as may be agreed between the relevant Issuer and the relevant Dealer (as indicated in the applicable Pricing Supplement) and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the relevant Issuer and the relevant Dealer.

Reset Notes:

Reset Notes will, in respect of an initial period, bear interest at the initial fixed rate of interest specified in the applicable Pricing Supplement. Thereafter, the fixed rate of interest will be reset on one or more date(s) specified in the applicable Pricing Supplement by reference to a mid-market swap rate or a rate based on the yield for an identified government bond or certain government bonds (in each case relating to the relevant Specified Currency), and for a period equal to the Reset Period, as adjusted for any applicable margin, in each case as may be specified in the applicable Pricing Supplement. Such interest will be payable in arrear on the Interest Payment Date(s) specified in or as determined pursuant to the applicable Pricing Supplement.

Floating Rate Notes: Floating Rate Notes will bear interest at a rate determined on the basis of the reference rate set out in the applicable Pricing Supplement.

The Margin (if any) relating to such Floating Rate Notes will be agreed between the relevant Issuer and the relevant Dealer for each Series of Floating Rate Notes.

Floating Rate Notes may also have a maximum interest rate, a minimum interest rate or both.

Interest on Floating Rate Notes in respect of each Interest Period, as selected prior to issue by the relevant Issuer and the relevant Dealer, will be payable on such Interest Payment Dates specified in, or determined pursuant to, the applicable Pricing Supplement and will be calculated on the basis of the relevant Day Count Fraction as may be agreed between the relevant Issuer and the relevant Dealer.

Benchmark Replacement: If, in respect of (i) any Floating Rate Notes or (ii) any Reset Notes (where the Reset Reference Rate is specified as being Mid-Swap Rate in the applicable Pricing Supplement), "Benchmark Replacement" is specified as being applicable in the applicable Pricing Supplement, upon the occurrence of a Benchmark Event (as defined in the Conditions), the provisions of Condition 3(d) will apply to the determination of the Rate of Interest for such Notes.

Zero Coupon Notes: Zero Coupon Notes will be offered and sold at a discount to their nominal amount and will not bear interest other than in the case of late payment.

Change of Interest Basis Notes: Notes may be converted from one interest basis to another if so provided in the applicable Pricing Supplement.

Redemption: The applicable Pricing Supplement relating to each Tranche of Notes will indicate either that the Notes of such Tranche cannot be redeemed prior to their stated maturity (other than, subject to certain conditions, at the option of the relevant Issuer for taxation reasons, following an MREL Disqualification Event (where applicable), following a Capital Disqualification Event (where applicable) or where Clean-up Call Option is specified as applicable or following an Event of Default) or that such Notes will be redeemable at the option of the relevant Issuer upon giving not less than the minimum nor more than the maximum days' irrevocable notice as is indicated in the applicable Pricing Supplement to the Noteholders on a date or dates specified prior to such stated maturity and at a price or prices and on such terms as are indicated in the applicable Pricing Supplement.

The Notes may not be redeemed at the option of the Noteholders.

Prior to their stated maturity, the Notes may only be redeemed by the relevant Issuer with the permission of the Relevant Regulator and/or Relevant Resolution Authority (as applicable and if required) and otherwise in accordance with applicable Capital Regulations and/or MREL Requirements (as applicable).

Unless otherwise permitted by the current laws and regulations, Notes having a maturity of less than one year may be subject to restrictions on their denomination and distribution, see "*Certain Restrictions: Notes having a maturity of less than one year*" above and "*Subscription and Sale*" herein.

Unless previously redeemed, substituted or purchased and cancelled, each Note (other than a Zero Coupon Note) is expected to be redeemed by the relevant Issuer at 100 per cent. of its nominal value on its scheduled Maturity Date.

Substitution and Variation:

If, in the case of any Series of Notes, "Substitution and Variation" is specified as being applicable in the applicable Pricing Supplement and: (i) an MREL Disqualification Event has occurred and is continuing, (ii) with respect to any Series of Tier 2 Notes, a Capital Disqualification Event has occurred and is continuing or (iii) with respect to any Notes, any of the events described in Condition 4(b) has occurred and is continuing or in order to ensure the effectiveness and enforceability of Condition 17 (including, without limitation, changing its governing law), then the relevant Issuer may, subject as provided in Conditions 4(k), 4(l) and 4(m) of the Notes (as applicable) and without the need for any consent of the Noteholders or the Couponholders, substitute all (but not some only) of such Series of Notes for, or vary the terms of such Series of Notes so that the Notes remain or become (as appropriate) Qualifying Senior Preferred Notes, Qualifying Senior Non-Preferred Notes or Qualifying Tier 2 Notes.

Taxation:

All payments in respect of the Notes and Coupons will be made without withholding or deduction for or on account of Taxes imposed by a Taxing Jurisdiction (as those terms are defined in Condition 8) unless required by law, as provided in Condition 8. In such event, the relevant Issuer will, save in certain limited circumstances provided in Condition 8, be required to pay such additional amounts in respect of interest as will result in the receipt by the holders of the Notes or Coupons of such amounts of interest as would have been receivable by them had no such withholding or deduction been required.

The relevant Issuer's obligation to pay additional amounts in respect of any withholding or deduction in respect of taxes under the terms of the Notes applies only to payments of interest due and paid under such Notes and not to payments of principal. As such, the relevant Issuer would not be required to pay any additional amounts under the terms of the Notes to the extent any withholding or deduction applied to payments of principal.

Prospective purchasers of the Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposal of the Notes.

Denomination of Notes: The Notes will be issued in such denominations as may be agreed between the relevant Issuer and the relevant Dealer and as indicated in the applicable Pricing Supplement, save that the minimum denomination of each Note will be such amount as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant Specified Currency (see "*Certain Restrictions: Notes having a maturity of less than one year*" above).

Governing Law: The Notes and the Coupons and all non-contractual obligations arising out of or in connection with each of them are governed by English law except that Conditions 2, 15 and 17 are governed by and shall be construed in accordance with Greek Law.

Rating: With respect to Alpha Holdings, the Programme has been rated: B (senior unsecured preferred), CCC+ (senior subordinated) and CCC (subordinated) by S&P and B1 (senior unsecured), B1 (junior senior unsecured) and B2 (subordinated) by Moody’s.

With respect to Alpha Bank, the Programme has been rated: BB- (senior unsecured preferred), B (senior subordinated) and B- (subordinated) by S&P and Ba3 (senior unsecured), B1 (junior senior unsecured) and B2 (subordinated) by Moody’s.

Series of Notes issued under the Programme may be rated or unrated. Where a Series of Notes is rated, such rating will be disclosed in the applicable Pricing Supplement and will not necessarily be the same as the ratings assigned to the Programme.

	A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
Listing, Admission to Trading and Approval:	Application has been made to the Luxembourg Stock Exchange for Notes issued under the Programme to be admitted to trading on the Euro MTF and to be listed on the Official List of the Luxembourg Stock Exchange. The Notes may also be listed on such other or further stock exchange or stock exchanges (other than in respect of an admission to trading on any market in the EEA which has been designated as a regulated market for the purposes of MiFID II) as may be agreed between the relevant Issuer and the relevant Dealer in relation to each issue. Notes which are neither listed nor admitted to trading on any market may also be issued.
Selling Restrictions:	There are restrictions on the offer, sale and transfer of the Notes in the United States, UK, Japan, Singapore, the EEA (including France, Greece and the Republic of Italy) and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes. See "*Subscription and Sale*" below. Notes may be issued to qualified investors (as defined in the Prospectus Regulation) and non-qualified investors, in each case in accordance with such restrictions.
United States Selling Restrictions:	Regulation S; Category 2. TEFRA D/TEFRA C/TEFRA not applicable, as specified in the applicable Pricing Supplement.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents shall be incorporated by reference in, and form part of, this Offering Circular:

(a) Annual report of Alpha Holdings for the year ended 31 December 2021 (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/apotelesmata/fy2021/oikonomikes-katastaseis-fy-2021-en-holdings.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the financial year ended 31 December 2021 for Alpha Holdings, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 109;
Balance Sheet	page 383;
Consolidated Income Statement	page 107;
Income Statement	page 381;
Consolidated Statement of Comprehensive Income	page 108;
Statement of Comprehensive Income	page 382;
Consolidated Statement of Changes in Equity	pages 110 to 111;
Statement of Changes in Equity	page 384;
Consolidated Statement of Cash Flows	page 112;
Statement of Cash Flows	page 385;
Notes to the Consolidated Financial Statements	pages 113 to 378;
Notes the Financial Statements	pages 386 to 506;
Independent Auditors' Report	pages 95 to 104; and
Appendix of the Board of Directors' Annual Management Report	pages 511 to 512.

(b) Annual report of Alpha Holdings (previously known as Alpha Bank S.A.) for the year ended 31 December 2022 (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/apotelesmata/fy2022/alpha-services-and-holdings-financial-statements-31122022-en.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the financial year ended 31 December 2022 for Alpha Holdings, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 100;
Balance Sheet	page 355;
Consolidated Income Statement	page 98;

Income Statement	page 353;
Consolidated Statement of Comprehensive Income	page 99;
Statement of Comprehensive Income	page 354;
Consolidated Statement of Changes in Equity	pages 101 to 102;
Statement of Changes in Equity	pages 356 to 357;
Consolidated Statement of Cash Flows	page 103;
Statement of Cash Flows	page 358;
Notes to the Consolidated Financial Statements	pages 104 to 350;
Notes to the Financial Statements	pages 359 to 442;
Independent Auditors' Report	pages 95 to 97; and
Appendix relating to Alternative Performance Measures	pages 443 to 445.

(c) Annual report of Alpha Bank for the period ended 31 December 2021[1] (available at https://www.alpha.gr/-/media/alphagr/files/group/apotelesmata/fy-2021/oikonomikes-katastaseis-fy-2021-en.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the period ended 31 December 2021[1] for Alpha Bank, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 80;
Balance Sheet	page 291;
Consolidated Income Statement	page 78;
Income Statement	page 289;
Consolidated Statement of Comprehensive Income	page 79;
Statement of Comprehensive Income	page 290;
Consolidated Statement of Changes in Equity	page 81;
Statement of Changes in Equity	page 292;

[1] Alpha Bank commenced operations on 17 April 2021 following completion of the Hive Down and, accordingly, the earliest audited financial information relating to Alpha Bank that is incorporated by reference in this Offering Circular covers the period from 17 April 2021 to 31 December 2021.

Consolidated Statement of Cash Flows	page 82;
Statement of Cash Flows	page 293;
Notes to the Consolidated Financial Statements	pages 83 to 287;
Notes to the Financial Statements	pages 294 to 466;
Independent Auditors' Report	pages 70 to 76; and
Appendix of the Board of Directors' Annual Management Report	page 467.

(d) Annual report of Alpha Bank for the year ended 31 December 2022 (available at https://www.alpha.gr/-/media/alphagr/files/group/apotelesmata/fy-2022/oikonomikes-katastaseis-fy-2022-en.pdf) which includes the audited consolidated and separate financial statements (produced in accordance with IFRS) for the year ended 31 December 2022 for Alpha Bank, including the information set out at the following pages in particular:

Consolidated Balance Sheet	page 80;
Balance Sheet	page 318;
Consolidated Income Statement	page 78;
Income Statement	page 316;
Consolidated Statement of Comprehensive Income	page 79;
Statement of Comprehensive Income	page 317;
Consolidated Statement of Changes in Equity	pages 81 to 82;
Statement of Changes in Equity	page 319;
Consolidated Statement of Cash Flows	page 83;
Statement of Cash Flows	page 320;
Notes to the Consolidated Financial Statements	pages 84 to 314;
Notes to the Financial Statements	pages 321 to 525;
Independent Auditors' Report	pages 70 to 76; and
Appendix of the Board of Directors' Annual Management Report	page 526.

(e) Unaudited condensed interim consolidated financial statements of Alpha Holdings (produced in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as it has been adopted by the European Union) as at and for the three months ended 31 March 2023 (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/apotelesmata/q12023/20230508-q1-oikonomikes-katastaseis-en.pdf) for Alpha Holdings, including the information set out at the following pages in particular:

Condensed Interim Consolidated Income Statement	page 3;
Condensed Interim Consolidated Statement of Comprehensive Income	page 4;
Condensed Interim Consolidated Balance Sheet	page 5;
Condensed Interim Consolidated Statement of Changes in Equity	pages 6 to 8;
Consolidated Statement of Cash Flows	page 9; and
Notes to the Condensed Interim Consolidated Financial Statements	pages 10 to 98,

and which includes the following:

Consolidated Balance Sheet of Alpha Bank	page 88; and
Consolidated Income Statement of Alpha Bank	page 89.

(f) The press release issued by Alpha Holdings dated 7 June 2023 entitled "Investor Day 2023 – Creating Value, Empowering Growth" (the "**2023-2025 Strategic Plan Press Release**") (available at https://www.alphaholdings.gr/-/media/alphaholdings/files/grafeio-tupou/2023/20230607-deltio-typou-en.pdf) relating to the Group's strategic plan for the years 2023-2025 (the "**2023-2025 Strategic Plan**").

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Offering Circular.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Offering Circular shall not form part of this Offering Circular.

Following the publication of this Offering Circular a supplement may be prepared by the Issuers in accordance with the Rules and Regulations of the Luxembourg Stock Exchange or any other applicable rules. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Offering Circular or in a document which is incorporated by reference in this Offering Circular. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Offering Circular.

In the event of any significant new factor arising or any material mistake or material inaccuracy relating to the information included in this Offering Circular which is capable of affecting the assessment of any Notes, the Issuers will prepare and publish a supplement to this Offering Circular or prepare and publish a new offering circular for use in connection with any subsequent issue of Notes.

All documents incorporated by reference in this Offering Circular will be made available on the website of the Luxembourg Stock Exchange (www.luxse.com).

FORM OF THE NOTES

Each Tranche of Notes will be in bearer form and will (unless otherwise specified in the applicable Pricing Supplement) be initially represented by a temporary global Note without interest coupons or talons. Each temporary global Note which is not intended to be issued in NGN form, as specified in the applicable Pricing Supplement, will be delivered on or prior to the original issue date of the relevant Tranche to a common depositary for Euroclear and Clearstream, Luxembourg and each temporary global Note which is intended to be issued in NGN form, as specified in the applicable Pricing Supplement, will be deposited on or around the original issue date of the relevant Tranche of Notes with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Whilst any Note is represented by a temporary global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date (as defined below) will be made (against presentation of the temporary global Note if the temporary global Note is not intended to be issued in NGN form) only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by Euroclear and/or Clearstream, Luxembourg and Euroclear and/or Clearstream, Luxembourg, as applicable, has given a like certification (based on the certifications it has received) to the Agent. Any reference in this section "*Form of the Notes*" to Euroclear and/or Clearstream, Luxembourg shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system approved by the relevant Issuer and the Agent.

Where the Global Notes issued in respect of any Tranche are in NGN form, the applicable Pricing Supplement will also indicate whether or not such Global Notes are intended to be held in a manner that would allow Eurosystem eligibility. Any indication that the Global Notes are to be so held does not necessarily mean that the Notes of the relevant Tranche will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any times during their life as such recognition depends upon satisfaction of the Eurosystem eligibility criteria. The common safekeeper for NGNs will either be Euroclear or Clearstream, Luxembourg or another entity approved by Euroclear and Clearstream, Luxembourg, as indicated in the applicable Pricing Supplement.

On and after the date (the "**Exchange Date**") which is the later of (i) 40 days after the date on which any temporary global Note is issued and (ii) 40 days after the completion of the distribution of the relevant Tranche (the "**Distribution Compliance Period**"), interests in such temporary global Note will be exchangeable (free of charge) upon request as described therein either for interests in a permanent global Note without interest coupons or talons, or for definitive Notes with, where applicable, interest coupons and talons attached (as indicated in the applicable Pricing Supplement and subject, in the case of definitive Notes, to such notice period as is specified in the applicable Pricing Supplement), in each case against certification of non-U.S. beneficial ownership as described above. The holder of a temporary global Note will not be entitled to collect any payment of interest, principal or other amount due on or after the Exchange Date unless, upon due certification, exchange of the temporary global Note for an interest in a permanent global Note or for definitive Notes is improperly withheld or refused.

Pursuant to the Agency Agreement (as defined under "*Terms and Conditions of the Notes*" below) the Agent shall arrange that, where a further Tranche of Notes is issued which is intended to form a single series with an existing Tranche of Notes at a point after the Issue Date of the further Tranche, the Notes of such further Tranche shall be temporarily assigned a common code and ISIN by Euroclear and Clearstream, Luxembourg, which are different from the common code and ISIN assigned to Notes of any other Tranche of the same Series until such time as the Tranches are consolidated and form a single Series, which shall not be prior to the expiry of the Distribution Compliance Period applicable to Notes of such Tranche.

In the case of an issue of Notes to which the Greek Bond Laws (as defined under "*Terms and Conditions of the Notes*" below) apply, and for the purposes of which the appointment of a Noteholders Agent (as defined under "*Terms and Conditions of the Notes*" below) is required, the relevant Issuer shall appoint a Noteholders Agent (as defined under "*Terms and Conditions of the Notes*" below) in accordance with the Greek Bond Laws and Condition 15.

Payments of principal, interest (if any) or any other amounts on a permanent global Note will be made through Euroclear and/or Clearstream, Luxembourg (against presentation or surrender (as the case may be) of the permanent global Note if the permanent global Note is not intended to be issued in NGN form) without any requirement for certification.

The applicable Pricing Supplement will specify that a permanent global Note will be exchangeable (free of charge), in whole but not in part, for definitive Notes with, where applicable, interest coupons and talons attached only upon the occurrence of an Exchange Event as described therein. "**Exchange Event**" means (i) an Event of Default has occurred and is continuing, (ii) the relevant Issuer has been notified that either Euroclear or Clearstream, Luxembourg has been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or has announced an intention permanently to cease business or has in fact done so and no alternative clearing system is available or (iii) at the option of the relevant Issuer at any time; **provided that**, in the case of an issue of Notes with denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, only Exchange Events (i) or (ii) will apply. The relevant Issuer will promptly give notice to Noteholders in accordance with Condition 13 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event as described in (i) or (ii) above, Euroclear and/or Clearstream, Luxembourg (acting on the instructions of any holder of an interest in such permanent global Note) may give notice to the Agent requesting exchange and in the event of the occurrence of an Exchange Event as described in (iii) above, the relevant Issuer may give notice to the Agent requesting exchange. Any such exchange shall occur not later than 30 days after the date of receipt of the first relevant notice by the Agent.

The following legend will appear on all permanent global Notes, definitive Notes, interest coupons and talons:

> "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code."

The sections referred to provide that holders who are United States persons (as defined in the United States Internal Revenue Code of 1986, as amended), with certain exceptions, will not be entitled to deduct any loss on any Notes or interest coupons and will not be entitled to capital gains treatment in respect of any gain on any sale, disposition, redemption or payment of principal in respect of Notes or interest coupons.

In the event that a global Note (or any part thereof) has become due and repayable in accordance with the Terms and Conditions of the Notes or that the Maturity Date has occurred and, in either case, payment in full of the amount due has not been made in accordance with the provisions of the global Note then, unless within the period of seven days commencing on the relevant due date payment in full of the amount due in respect of the global Note is received by the bearer in accordance with the provisions of the global Note, the global Note will become void at 8.00 p.m. (London time) on such seventh day and the bearer will have no further rights under the global Note. At the same time, holders of interest in such global Note credited to their accounts with Euroclear and/or Clearstream, Luxembourg, as the case may be, will become entitled to proceed directly against the relevant Issuer on the basis of statements of account provided by Euroclear and Clearstream, Luxembourg, on and subject to the terms of a deed of covenant (the "**Deed of Covenant**") dated 6 July 2022 executed by the Issuers.

FORM OF PRICING SUPPLEMENT

Set out below is the form of Pricing Supplement which will be completed for each Tranche of Notes issued under the Programme.

[**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** –The Notes are not intended to be offered, sold or otherwise made available and should not be offered, sold or otherwise made available, to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97[(the "**Insurance Distribution Directive**")], where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

OR

[**MIFID II product governance / Retail investors, professional investors and ECPs target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; **EITHER** [and (ii) all channels for distribution of the Notes are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services] **OR** [(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice[,/ and] portfolio management[,/ and][non-advised sales][and pure execution services][, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable]]. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable].]]

[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement [Directive (EU) 2016/97/the Insurance Distribution Directive], where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by [Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA/the PRIIPs Regulation] (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]

[**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the [European Union (Withdrawal) Act 2018/EUWA] ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

OR

[**UK MIFIR product governance / Retail investors, professional investors and ECPs target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the [European Union (Withdrawal) Act 2018/EUWA] ("**EUWA**"), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); **EITHER** [and (ii) all channels for distribution of the Notes are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services] **OR** [(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice[,/ and] portfolio management[,/ and][non-advised sales][and pure execution services][, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable]]. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable].]

[**Singapore SFA Product Classification**: In connection with Section 309B(1) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the "**SFA**") the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are ['prescribed capital markets products']/['capital markets products other than prescribed capital markets products'] (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and [Excluded Investment Products]/[Specified Investment Products] (as defined in MAS Notice SFA 04-N12:

Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]

Pricing Supplement dated [ ]

[ALPHA SERVICES AND HOLDINGS S.A./ALPHA BANK S.A.]

[Legal entity identifier (LEI): [5299009N55YRQC69CN08/213800DBQIB6VBNU5C64]]

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

under the EUR 15,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Offering Circular dated 21 July 2023 [as supplemented by the supplement[s] dated [*date*[*s*]]] (the "**Offering Circular**"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. This Pricing Supplement, the Offering Circular [and the supplement[s]] are available for viewing at https://www.alphaholdings.gr/en/investor-relations and www.luxse.com.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Offering Circular.

[*Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs (in which case the sub-paragraphs of the paragraphs which are not applicable can be deleted). Italics denote directions for completing the Pricing Supplement.*]

[*If the Notes have a maturity of less than one year from the date of their issue, the minimum denomination must be £100,000 or its equivalent in any other currency*.]

1.	Issuer:		[Alpha Services and Holdings S.A./Alpha Bank S.A.]
2.	(a)	Series Number:	[ ]
	(b)	Tranche Number:	[ ]
	(c)	Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with [*Provide issue amount/ISIN/maturity date/issue date of earlier Tranches*] on [the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 28(a) below, which is expected to occur on or about [*date*]][Not Applicable]
3.	Specified Currency or Currencies:		[ ]
4.	Aggregate Nominal Amount:		
	(a)	Series:	[ ]

	(b)	Tranche:	[ ]
5.	Issue Price:		[ ] per cent. of the Aggregate Nominal Amount [plus accrued interest from [*insert date*] (*if applicable*)]
6.	(a)	Specified Denomination(s):	[ ]
	(b)	Calculation Amount:	[ ] (*If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations.*)
7.	(a)	Issue Date:	[ ]
	(b)	Interest Commencement Date:	[*specify*/Issue Date/Not Applicable] (*N.B. An Interest Commencement Date will not be relevant for certain Notes, for example Zero Coupon Notes.*)
8.	Maturity Date:		[*Specify date or for Floating Rate Notes - Interest Payment Date falling in or nearest to [specify month and year]*] (*N.B. in the case of Tier 2 Notes this must be at least five years after the Issue Date*)
9.	Interest Basis:		[[ ] per cent. Fixed Rate] [Reset Notes] [[[ ] month [EURIBOR/ROBOR/[ ]]] +/- [ ] per cent. Floating Rate] [Zero Coupon] [*specify other*] (further particulars specified below)
10.	Redemption Basis:		[Redemption at par] [*specify other*]
11.	Change of Interest Basis or Redemption/Payment Basis:		[*Specify the date when any fixed to floating rate change occurs or cross refer to paragraphs 14 and 15 below and identify there*] [Not Applicable]
12.	Put/Call Options:		[Not Applicable] [Issuer Call] [Clean-up Call] [(further particulars specified below)]
13.	(a)	Status of the Notes:	[Senior Preferred Notes/Senior Non-Preferred Notes/Tier 2 Notes]

	(b)	Date [Board] approval for issuance of Notes obtained:	[[ ] [and [ ], respectively]][Not Applicable] (*N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes*)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:		[Applicable/Not Applicable] (*If not applicable, delete the remaining sub-paragraphs of this paragraph*)
	(a)	Rate(s) of Interest:	[ ] per cent. per annum [payable [annually/semi-annually/quarterly/monthly] in arrear] on each Interest Payment Date
	(b)	Interest Payment Date(s):	[ ] in each year up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s): (*Applicable to Notes in definitive form*)	[ ] per Calculation Amount
	(d)	Broken Amount(s): (*Applicable to Notes in definitive form*)	[[ ] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [ ]][Not Applicable]
	(e)	Day Count Fraction:	[Actual/Actual (ICMA)/30/360]
	(f)	Determination Date(s):	[[ ] in each year][Not Applicable] (*Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such a case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon*).
	(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	[None/*Give details*]
15.	Floating Rate Note Provisions:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Specified Period(s)/Specified Interest Payment Dates:	[ ][, subject to adjustment in accordance with the Business Day Convention set out in (b) below/, not subject to any adjustment, as the Business Day Convention in (b) below is specified to be Not Applicable]
	(b)	Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/*specify*

		other][Not Applicable]
(c)	Additional Business Centre(s):	[ ] [Not Applicable]
(d)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):	[ ] [Not Applicable]
(e)	Screen rate determination provisions:	
	• Reference Rate:	[ ] month [EURIBOR/ROBOR/*specify other Reference Rate*] *(Either EURIBOR, ROBOR or other, although additional information is required if other)*
	• Interest Determination Date(s):	[ ] (*The second day on which T2 is open prior to the start of each Interest Period if EURIBOR or the second Bucharest business day prior to the start of each Interest Period if ROBOR.*)
	• Specified Time:	[ ] (*11.00 a.m. (Brussels) time in the case of EURIBOR or 11.00 a.m. Bucharest time in the case of ROBOR*)
	• Relevant Screen Page:	[ ] (*In the case of EURIBOR, if not Reuters EURIBOR01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately*)
(f)	Linear Interpolation:	[Not Applicable/Applicable - the Rate of Interest for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)]
(g)	Margin(s):	[+/-] [ ] per cent. per annum
(h)	Minimum Rate of Interest:	[Applicable/Not Applicable/[ ] per cent. per annum]
(i)	Maximum Rate of Interest:	[Applicable/Not Applicable/[ ] per cent. per annum]
(j)	Day Count Fraction:	[Actual/Actual (ISDA) or Actual/Actual Actual/365 (Fixed) Actual/360 30/360 or 360/360 or Bond Basis 30E/360 or Eurobond basis 30E/360 (ISDA)]
(k)	Fallback provisions, rounding provisions and any other terms	[ ]

		relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	
16.	Reset Note Provisions:		[Applicable/Not Applicable]
	(a)	Initial Rate of Interest:	[ ] per cent. per annum [payable [annually/semi-annually/quarterly] in arrear on each Interest Payment Date]
	(b)	First Margin:	[+/-][ ] per cent. per annum
	(c)	Subsequent Margin:	[[+/-][ ] per cent. per annum] [Not Applicable]
	(d)	Interest Payment Date(s):	[ ][and [ ]] in each year up to and including the Maturity Date
	(e)	Fixed Coupon Amount to (but excluding) the First Reset Date: (*Applicable to Notes in definitive form*)	[ ] per Calculation Amount
	(f)	Broken Amount(s): (*Applicable to Notes in definitive form*)	[[ ] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [ ]][Not Applicable]
	(g)	First Reset Date:	[ ]
	(h)	Second Reset Date:	[ ]/[Not Applicable]
	(i)	Subsequent Reset Date(s):	[ ] [and [ ]] [Not Applicable]
	(j)	Relevant Screen Page:	[ ]
	(k)	Reset Reference Rate:	[Mid-Swap Rate/CMT Rate/Reference Bond]
	(l)	Mid-Swap Rate:	[Single Mid-Swap Rate/Mean Mid-Swap Rate]
	(m)	Mid-Swap Floating Leg Frequency:	[ ]
	(n)	Mid-Swap Floating Leg Benchmark Rate:	[As set out in the Conditions/[ ]]
	(o)	First Reset Period Fallback Yield:	[ ]/[Not Applicable] (*Only applicable where the Reset Reference Rate is CMT Rate or Reference Bond*)
	(p)	Benchmark Frequency:	[ ]

	(q)	Day Count Fraction:	[Actual/Actual (ICMA)/30/360]
	(r)	Determination Date(s):	[[ ] in each year][Not Applicable] (*Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such a case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon*).
	(s)	Business Centre(s):	[ ]
	(t)	Calculation Agent:	[ ]
	(u)	Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Reset Notes, if different from those set out in the Conditions:	[ ]
17.	Zero Coupon Note Provisions:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Accrual Yield:	[ ] per cent. per annum
	(b)	Reference Price:	[ ]
	(c)	Any other formula/basis of determining amount payable for Zero Coupon Notes:	[ ]
	(d)	Day Count Fraction in relation to Early Redemption Amounts:	[30/360] [Actual/360] [Actual/365]
18.	Benchmark Replacement:		[Applicable/Not Applicable]

PROVISIONS RELATING TO REDEMPTION

19.	Condition 4(c) (*Capital Disqualification Event*):		[Applicable/Not Applicable]
20.	Condition 4(d) (*MREL Disqualification Event*):		[Applicable/Not Applicable]
	•	[MREL Disqualification Event Effective Date:	[ ]] (*Only applicable to Tier 2 Notes*)
21.	Notice periods for Condition 4(b) [and		[Minimum period: [15] days]

	Condition 4(c)/Condition 4(d)]:		[Maximum period: [60] days] [Not Applicable]
22.	Issuer Call:		[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	(a)	Optional Redemption Date(s):	[ ]
	(b)	Optional Redemption Amount:	[[ ] per Calculation Amount/Make-Whole Redemption Amount]
	(c)	Make-Whole Reference Bond:	[[ ]/Not Applicable]
	(d)	Quotation Time:	[ ]
	(e)	Redemption Margin:	[[ ] per cent./Not Applicable]
	(f)	Reference Screen Page:	[ ]
	(g)	If redeemable in part:	
		(i) Minimum Redemption Amount:	[[ ] per Calculation Amount] [Not Applicable]
		(ii) Maximum Redemption Amount:	[[ ] per Calculation Amount] [Not Applicable]
	(h)	Notice periods:	[Minimum period: [15] days] [Maximum period: [60] days] [Not Applicable] (*N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call*) *and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent.*)
23.	Clean-up Call Option:		[Applicable/Not Applicable]
		(i) Clean-up Call Minimum Percentage	[As per the Conditions/*specify*]
		(ii) Clean-up Call Option Amount:	[ ] per Calculation Amount
		(iii) Notice periods:	[Minimum period: [15] days] [Maximum period: [60] days] [Not Applicable]

(*N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call*) *and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent.*)

	(iv)	[Clean-up Call Effective Date:	[ ]] (*Only applicable to Tier 2 Notes*)
24.	Final Redemption Amount:		[ ] per Calculation Amount/*specify other*
25.	Early Redemption Amount payable on redemption for taxation reasons[, on a Capital Disqualification Event][, on an MREL Disqualification Event] or on event of default and/or the method of calculating the same (if required):		[ ] per Calculation Amount/*specify other* (*N.B. If the Final Redemption Amount is 100 per cent. of the nominal value (i.e. par), the Early Redemption Amount is likely to be par (but consider). If, however, the Final Redemption Amount is other than 100 per cent. of the nominal value, consideration should be given as to what the Early Redemption Amount should be.*)
26.	Substitution and Variation:		[Applicable/Not Applicable]
27.	Substitution to Holding Company:		[Applicable/Not Applicable]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28.	Form of Notes:		
	(a)	Form:	(*Delete as appropriate*) [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes upon an Exchange Event] [Temporary Global Note exchangeable for definitive Notes on and after the Exchange Date] [Permanent Global Note exchangeable for definitive Notes upon an Exchange Event] *(N.B. The option for an issue of Notes to be represented on issue by a Temporary Global Note exchangeable for definitive Notes should not be expressed to be applicable if the Specified Denomination of the Notes in paragraph 6 includes language substantially to the following effect: "[●] and integral multiples of [●] in excess thereof up to*

			and including [●]".)
	(b)	[New Global Note:	[Yes][No]]
29.	Additional Financial Centre(s):		[Not Applicable/*give details*] (*Note that this paragraph relates to the date of payment and not the end dates of Interest Periods for the purposes of calculating the amount of interest, to which sub-paragraph 15(c) relates*)
30.	Talons for future Coupons to be attached to definitive Notes:		[Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]

[RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. [*Relevant third party information*] has been extracted from [*specify source*]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by [*specify source*], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of [Alpha Services and Holdings S.A./Alpha Bank S.A.]:	**[Signed on behalf of [Alpha Services and Holdings S.A./Alpha Bank S.A.]**
By:	**By: ....**
Duly authorised	**Duly authorised]**

PART B – OTHER INFORMATION

1.	**LISTING AND ADMISSION TO TRADING**	[Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on [the Luxembourg Stock Exchange's Euro MTF Market and listed on the official list of the Luxembourg Stock Exchange] [*other*] with effect from [ ].] [Not Applicable]
2.	**RATINGS**	
	Ratings:	[The Notes to be issued [[have been]/[are expected to be]] rated: [*insert details*] by [*insert the legal name of the relevant credit rating agency entity(ies)*].] [*The above disclosure is only required if the ratings of the Notes are different from those stated in the Offering Circular*.]

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

[Save for any fees payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The [Managers/Dealers] and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business - *Amend as appropriate if there are other interests*.]

4.	**YIELD (*Fixed Rate Notes only*)**		
	Indication of yield:		[ ] [Not Applicable]
5.	**REASONS FOR THE OFFER**		
	Reasons for the offer:		[See ["*Use of Proceeds*"] in the Offering Circular/*give details*]
6.	**OPERATIONAL INFORMATION**		
	(i)	ISIN:	[ ]
	(ii)	Common Code:	[ ]
	(iii)	CFI Code:	As updated as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
	(iv)	FISN:	As updated as set out on the website of the Association

		of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A., the relevant identification number(s) and address(es):	[Not Applicable/*give name(s), number(s) and address(es)*]
(vi)	Delivery:	Delivery [against/free of] payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	[ ]/[Not Applicable]
(viii)	Name of Noteholders Agent (if any):	[ ]/[Not Applicable]
(ix)	[Intended to be held in a manner which would allow Eurosystem eligibility:	[Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]/ [No. Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]]

7. DISTRIBUTION

(i)	Method of distribution:	[Syndicated/Non-syndicated]
(ii)	If syndicated, names of Managers:	[Not Applicable/*give names*]
(iii)	Stabilisation Manager(s) (if any):	[Not Applicable/*give name*]

(iv)	If non-syndicated, name of relevant Dealer:	[Not Applicable/*give name*]
(v)	U.S. Selling Restrictions:	[Reg. S Compliance Category 2; TEFRA D/TEFRA C/TEFRA not applicable]
(vi)	Additional selling restrictions:	[Not Applicable/*give details*]
(vii)	Prohibition of Sales to EEA Retail Investors:	[Applicable/Not Applicable] (*If the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Notes may constitute "packaged" products*, *"Applicable" should be specified.*)
(viii)	Prohibition of Sales to UK Retail Investors:	[Applicable/Not Applicable] (*If the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Notes may constitute "packaged" products, "Applicable" should be specified.*)

TERMS AND CONDITIONS OF THE NOTES

*The following are the terms and conditions of the Notes (the "**Conditions**") which will be incorporated by reference into each global Note and each definitive Note, in the latter case only if permitted by the relevant stock exchange (if any) and agreed by the relevant Issuer and the relevant Dealer at the time of issue but, if not so permitted and agreed, each definitive Note will have endorsed thereon or attached thereto such Conditions. The term "Issuer" as used in these Conditions refers to the Issuer specified as such in the applicable Pricing Supplement in relation to a particular Tranche of Notes. The applicable Pricing Supplement in relation to any Tranche of Notes may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with the following Conditions, replace or modify the following Conditions for the purpose of such Notes. The applicable Pricing Supplement (or the relevant provisions thereof) will be endorsed upon, or attached to, each global Note and each definitive Note. Reference should be made to the applicable Pricing Supplement, which will specify which terms are to apply in relation to the relevant Notes.*

This Note is one of a Series of Notes issued by the Issuer specified as such in the applicable Pricing Supplement (as defined below), being either Alpha Services and Holdings S.A. ("**Alpha Holdings**") or Alpha Bank S.A. ("**Alpha Bank**") (together, the "**Issuers**" and references in these Conditions to the "**Issuer**" are to the relevant Issuer of such Notes as specified in the applicable Pricing Supplement), the notes of such Series being hereinafter called the "**Notes**", which expression shall mean (i) in relation to any Notes represented by a global Note, units of each Specified Denomination in the Specified Currency, (ii) definitive Notes issued in exchange for a global Note and (iii) any global Note, each as issued in accordance with an amended and restated Fiscal Agency Agreement (the "**Agency Agreement**", which expression shall include any amendments or supplements thereto) dated 21 July 2023 and made between the Issuers and Citibank, N.A., London Branch in its capacity as Issuing and Principal Paying Agent (the "**Agent**", which expression shall include any successor to Citibank, N.A., London Branch in its capacity as such) and the other Paying Agents named therein (the "**Paying Agents**", which expression shall include the Agent and any substitute or additional Paying Agents appointed in accordance with the Agency Agreement).

The Notes and the Coupons (as defined below) have the benefit of an amended and restated deed of covenant (the "**Deed of Covenant**", which expression shall include any amendments or supplements thereto) dated 6 July 2022 executed by the Issuers in relation to the Notes. The original Deed of Covenant is held by the Agent.

Interest bearing definitive Notes will (unless otherwise indicated in the applicable Pricing Supplement) have interest coupons ("**Coupons**") and, in the case of Notes which, when issued in definitive form, have more than 27 interest payments remaining, talons for further Coupons ("**Talons**") attached on issue. Any reference herein to Coupons or coupons shall, unless the context otherwise requires, be deemed to include a reference to Talons or talons.

The applicable final terms of the Notes are set out in Part A of the Pricing Supplement for this Note. Such Pricing Supplement (or the relevant provisions thereof) is attached hereto or endorsed hereon and may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Terms and Conditions (the "**Conditions**" and references to a numbered "**Condition**" shall be construed accordingly), replace or modify these Conditions for the purposes of this Note. Supplements to these Conditions for this Note may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Conditions, replace or modify these Conditions for the purposes of this Note. References herein to "**applicable Pricing Supplement**" are to the Pricing Supplement attached hereto or endorsed hereon.

The applicable Pricing Supplement for each Tranche of Notes will state in particular whether this Note is a senior preferred Note (a "**Senior Preferred Note**") a senior non-preferred Note (a "**Senior Non-Preferred Note**") or a tier 2 Note (a "**Tier 2 Note**").

The Notes shall be issued under the provisions of Articles 59 to 74 (inclusive) of Law 4548/2018 and Article 14 of Law 3156/2003 (together, the "**Greek Bond Laws**"). For the purposes of the Greek Bond Laws, the Issuer shall appoint an agent of the holders of such Notes (the "**Noteholders Agent**") in accordance with Condition 15 below. Further, for the purposes of Article 60 of Law 4548/2018, these Conditions will constitute the programme of the Notes. If, in respect of any Notes, a Noteholders Agent is not required to be so appointed, references in these Conditions to the Noteholders Agent and the Noteholders Agency Agreement (as defined below) are not applicable.

As used herein, "**Tranche**" means Notes which are identical in all respects (including as to listing and admission to trading) and "**Series**" means a Tranche of Notes together with any further Tranche or Tranches of Notes (i) with which they are expressed to be consolidated and form a single series and (ii) which have the same terms and conditions or terms and conditions which are the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue.

Any reference to "**Noteholders**" or "**holders**" in relation to any Notes shall mean the holders of the Notes and shall, in relation to any Notes represented by a global Note, be construed as provided below. Any reference herein to "**Couponholders**" shall mean the holders of the Coupons and shall, unless the context otherwise requires, include the holders of the Talons.

Certain provisions of these Conditions are summaries of the Agency Agreement and are subject to its detailed provisions. The Noteholders and the Couponholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, the Deed of Covenant and the applicable Pricing Supplement which are applicable to them. Copies of the Agency Agreement and the Deed of Covenant are available for inspection, and copies of the applicable Pricing Supplement may be obtained, during normal business hours upon reasonable request at the specified office of each of the Paying Agents and the Noteholders Agent or may be provided by email to a Noteholder or Couponholder following their prior written request to any Paying Agent and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent). If the Notes are to be admitted to trading on the Luxembourg Stock Exchange's Euro MTF market, the applicable Pricing Supplement will be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

Words and expressions defined in the Agency Agreement or the Deed of Covenant or which are used in the applicable Pricing Supplement shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and **provided that**, in the event of inconsistency between the Agency Agreement or the Deed of Covenant and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

In these Conditions, "**euro**" means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended, and "**RON**" means Romanian New Lei.

1. FORM, DENOMINATION AND TITLE

The Notes are in bearer form in the currency (the "**Specified Currency**") and the denomination(s) (the "**Specified Denomination(s)**") specified in the applicable Pricing Supplement and, in the case of definitive Notes, serially numbered. Notes of one Specified Denomination may not be exchanged for Notes of another Specified Denomination.

This Note may (i) bear interest calculated by reference to one or more fixed rates of interest (such Note, a "**Fixed Rate Note**"), (ii) bear interest calculated by reference to, in the case of an initial period, an initial fixed rate of interest and, thereafter, the applicable fixed rate of interest that has been determined pursuant to the reset provisions contained in these Conditions (such Note, a "**Reset Note**"), (iii) bear interest calculated by reference to one or more floating rates of interest (such Note, a "**Floating Rate**

Note"), (iv) be issued on a non-interest bearing basis and be offered and sold at a discount to its nominal amount (such Note, a "**Zero Coupon Note**") or (v) have an interest rate determined on the basis of a combination of any of the foregoing, depending upon the Interest Basis shown in the applicable Pricing Supplement.

This Note may be a Senior Preferred Note, a Senior Non-Preferred Note or a Tier 2 Note depending upon the Status of the Notes shown in the applicable Pricing Supplement.

Definitive Notes are issued with Coupons attached, unless they are Zero Coupon Notes in which case references to Coupons and Couponholders in these Conditions are not applicable.

Subject as set out below, title to the Notes and Coupons will pass by delivery. Except as ordered by a court of competent jurisdiction or as required by law, the Issuer, any Paying Agent and the Noteholders Agent shall (subject as provided below) be entitled to deem and treat (and no such person will be liable for so deeming and treating) the bearer of any Note or Coupon as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of any global Note, without prejudice to the provisions set out in the next succeeding paragraph.

For so long as any of the Notes is represented by a global Note held on behalf of Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream, Luxembourg**") each person (other than Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular nominal amount of Notes (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the nominal amount of Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the Agent, any other Paying Agent and the Noteholders Agent as the holder of such nominal amount of Notes for all purposes other than with respect to the payment of principal or interest on such Notes, for which purpose the bearer of the relevant global Note shall be treated by the Issuer, the Agent, any other Paying Agent and the Noteholders Agent as the holder of such nominal amount of Notes in accordance with and subject to the terms of the relevant global Note (and the expressions "**Noteholder**", "**holder of Notes**" and related expressions shall be construed accordingly). Notes which are represented by a global Note will be transferable only in accordance with the rules and procedures for the time being of Euroclear or of Clearstream, Luxembourg, as the case may be.

Any reference herein to Euroclear and/or Clearstream, Luxembourg shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system approved by the Issuer and the Agent and specified in the applicable Pricing Supplement.

2. STATUS OF THE NOTES; NO SET-OFF

(a) Status of Senior Preferred Notes

(i) This Condition 2(a) only applies to Notes which are specified as Senior Preferred Notes in the applicable Pricing Supplement. References in this Condition 2(a) to "**Notes**", "**Coupons**" and "**holders**" shall be construed accordingly.

(ii) The Notes and any relative Coupons constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer which will at all times rank:

(A) *pari passu* without any preference among themselves;

(B) at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for such obligations as may be preferred (with a higher ranking) by mandatory provisions of applicable law in terms of ranking compared to the Notes); and

(C) in priority to any present and future claims in respect of any obligations of the Issuer which rank or are expressed to rank junior to the Notes including (without limitation) in respect of (I) any Senior Non-Preferred Liabilities (as defined below), (II) all present and future subordinated obligations of the Issuer (including, for the avoidance of doubt, Additional Tier 1 Capital and Tier 2 Capital) and (III) the share capital of the Issuer.

(iii) Senior Preferred Notes are intended to be MREL-Eligible Liabilities (as defined below).

(b) Status of Senior Non-Preferred Notes

(i) This Condition 2(b) only applies to Notes which are specified as Senior Non-Preferred Notes in the applicable Pricing Supplement. References in this Condition 2(b) to "**Notes**", "**Coupons**" and "**holders**" shall be construed accordingly.

(ii) The Notes and any relative Coupons constitute direct, unconditional and unsecured obligations of the Issuer which will in the event of a Winding-Up of the Issuer rank:

(A) *pari passu* without any preference among themselves;

(B) at least *pari passu* with all other Senior Non-Preferred Liabilities;

(C) in priority to present and future claims in respect of obligations of the Issuer which rank or are expressed to rank junior to the Notes including (without limitation) in respect of (I) all present and future subordinated obligations of the Issuer and (II) the share capital of the Issuer; and

(D) junior to present and future obligations of the Issuer in respect of Senior Preferred Notes and other Higher Ranking Creditors (as defined below).

(iii) Senior Non-Preferred Notes are intended to be Senior Non-Preferred Liabilities (as defined below) and MREL-Eligible Liabilities.

(c) Status of Tier 2 Notes

(i) This Condition 2(c) only applies to Notes which are specified as Tier 2 Notes in the applicable Pricing Supplement. References in this Condition 2(c) to "**Notes**", "**Coupons**" and "**holders**" shall be construed accordingly.

(ii) Subject to any mandatory provisions of law, the Notes and any relative Coupons constitute direct, unsecured and subordinated obligations of the Issuer which will in the event of a Winding-Up of the Issuer rank:

(A) *pari passu* without any preference among themselves and *pari passu* with any present and future obligations of the Issuer which rank or are expressed to rank *pari passu* with the Notes;

(B) in priority to present and future claims in respect of (I) the share capital of the Issuer and (II) any obligations of the Issuer which rank or are expressed to rank junior to the

Notes including (without limitation) in respect of any Additional Tier 1 Capital issued by the Issuer (and all other present and future unsecured obligations of the Issuer which rank or are expressed to rank *pari passu* with any Additional Tier 1 Capital issued by the Issuer); and

(C) junior to any present and future claims of the Senior Creditors (as defined below).

(iii) The claims of the Noteholders will be subordinated to the claims of the Senior Creditors in that, in the event of the Winding-Up of the Issuer, payments of principal and interest in respect of the Notes will be conditional upon the Issuer being solvent at the time of payment by the Issuer and in that no principal or interest shall be payable in respect of the Notes at such time except to the extent that the Issuer could make such payment and still be solvent immediately thereafter. For this purpose, the Issuer shall be considered to be solvent if it can pay principal and interest in respect of the Notes and still be able to pay its outstanding debts to the Senior Creditors which are due and payable.

(iv) In the case of a Winding-Up of the Issuer, the holders will only be paid by the Issuer after all the Senior Creditors have been paid in full and the holders irrevocably waive their right to be treated equally with all other unsecured, unsubordinated creditors of the Issuer in such circumstances. Such waiver constitutes a genuine contract benefitting third parties and, according to article 411 of the Greek Civil Code, or, as the case may be, any other equivalent provision of the law applicable to the Notes, creates rights for the Senior Creditors.

(d) No Set-off

Subject to applicable law, no holder of any Notes may exercise or claim any right of Set-off (as defined below) in respect of any amount owed to it by the Issuer arising under or in connection with the Notes or thereto, and each holder shall, by virtue of its subscription, purchase or holding of any Note, be deemed to have waived irrevocably all such rights of Set-off. Notwithstanding the provision of the foregoing sentence, to the extent that any Set-off takes place, whether by operation of law or otherwise, between: (y) any amount owed by the Issuer to a holder arising under or in connection with the Notes; and (z) any amount owed to the Issuer by such holder, such holder will immediately transfer such amount which is Set-off to the Issuer or, in the event of its Winding-Up, the liquidator, special liquidator or other relevant insolvency official (as the case may be and to the extent applicable) of the Issuer, to be held on behalf and in the name of the Higher Ranking Creditors.

(e) Definitions

In these Conditions:

"**Additional Tier 1 Capital**" has the meaning given in the Capital Regulations from time to time;

"**CRR**" means Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on the prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, as amended by Regulation (EU) 2019/876 of 20 May 2019 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements, and as may be further amended or replaced from time to time;

"**Higher Ranking Creditors**" means creditors of the Issuer whose claims rank or are expressed to rank in priority (including creditors in respect of obligations that may rank higher in priority by mandatory provisions of applicable law, including (where relevant), as at the Issue Date of the first Tranche of the

Notes and without limitation, excluded liabilities pursuant to Article 72a(2) of the CRR) to the claims of the Noteholders (whether only in the Winding-Up of the Issuer or otherwise);

"**MREL-Eligible Liabilities**" means, at any time, instruments available to meet the Issuer and/or the Group's (as applicable) minimum requirements for own funds and eligible liabilities under the applicable MREL Requirements;

"**MREL Requirements**" means, at any time, the laws, regulations, requirements, guidelines, rules, standards and policies relating to minimum requirements for own funds and eligible liabilities and/or loss-absorbing capacity instruments applicable to the Issuer and/or the Group at such time, including, without limitation to the generality of the foregoing, any delegated or implementing acts (such as regulatory technical standards) adopted by the European Commission and any regulations, requirements, guidelines, rules, standards and policies relating to minimum requirements for own funds and eligible liabilities and/or loss absorbing capacity instruments adopted by the Hellenic Republic, the Relevant Regulator or the Relevant Resolution Authority from time to time (whether or not such requirements, guidelines or policies are applied generally or specifically to the Issuer and/or the Group), as any of the preceding laws, regulations, requirements, guidelines, rules, standards, policies or interpretations may be amended, supplemented, superseded or replaced from time to time;

"**Relevant Regulator**" means the European Central Bank or such other body or authority having primary supervisory authority or resolution authority with respect to the Issuer and/or the Group;

"**Relevant Resolution Authority**" means the resolution authority of the Hellenic Republic, the Single Resolution Board established pursuant to the SRM Regulation and/or any other authority entitled to exercise or participate in the exercise of any resolution power or loss absorption power from time to time;

"**Senior Creditors**" means creditors of the Issuer (a) who are unsubordinated creditors of the Issuer, (b) who are holders of Senior Non-Preferred Notes of the Issuer or (c) who are subordinated creditors of the Issuer whose claims rank or are expressed to rank in priority to the claims of the Noteholders (whether only in the Winding-Up of the Issuer or otherwise);

"**Senior Non-Preferred Liabilities**" means any present and future claims in respect of unsecured obligations of the Issuer which meet the requirements of article 145A paragraph 1(ι) (former paragraph 1.a) of Greek Law 4261/2014, or which rank or are expressed to rank *pari passu* with such claims (including, but not limited to, the unsecured obligations of the Issuer under debt instruments issued prior to 18 December 2018 (being the date of introduction of paragraph 1.a in article 145A of Greek Law 4261/2014));

"**Set-off**" means set-off, netting, counterclaim, abatement or other similar remedy and, if "Set-off" is used as a verb in these Conditions, it shall be construed accordingly;

"**SRM Regulation**" means Regulation (EU) No 806/2014 of the European Parliament and Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010, as amended or replaced from time to time; and

"**Winding-Up**" means an order is made for the dissolution and liquidation, special liquidation (in the sense of Articles 153 and/or 145 of Law 4261/2014 (the "**Greek Special Liquidation Rules**")) and/or winding-up (as the case may be and to the extent applicable) of the Issuer.

3. INTEREST

(a) Interest on Fixed Rate Notes

Each Fixed Rate Note bears interest on its outstanding nominal amount from (and including) the Interest Commencement Date specified in the applicable Pricing Supplement at the rate(s) per annum equal to the Rate(s) of Interest so specified payable in arrear on the Interest Payment Date(s) in each year and on the Maturity Date so specified if that does not fall on an Interest Payment Date.

If the Notes are in definitive form, except as provided in the applicable Pricing Supplement, the amount of interest payable on each Interest Payment Date in respect of the Fixed Interest Period ending on such date shall be the Fixed Coupon Amount. Payments of interest on any Interest Payment Date will, if so specified in the applicable Pricing Supplement, amount to the Broken Amount so specified.

As used in these Conditions, "**Fixed Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

Except in the case of Notes in definitive form where an applicable Fixed Coupon Amount or Broken Amount is specified in the applicable Pricing Supplement, interest shall be calculated in respect of any period by applying the Rate of Interest to:

(i) in the case of Fixed Rate Notes which are represented by a global Note, the aggregate outstanding nominal amount of the Fixed Rate Notes represented by such global Note; or

(ii) in the case of Fixed Rate Notes in definitive form, the Calculation Amount,

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Fixed Rate Note in definitive form is a multiple of the Calculation Amount, the amount of interest payable in respect of such Fixed Rate Note shall be the product of the amount (determined in the manner provided above) per Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination, without any further rounding.

In this Condition 3(a):

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest, such day count fraction as may be specified in these Conditions or the applicable Pricing Supplement and:

(A) if "**Actual/Actual (ICMA)**" is so specified, this means:

 (a) in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in the applicable Pricing Supplement) that would occur in one calendar year; and

 (b) in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:

(X) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (I) the number of days in such Determination Period and (II) the number of Determination Dates that would occur in one calendar year; and

(Y) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (I) the number of days in such Determination Period and (II) the number of Determination Dates that would occur in one calendar year; and

(B) if "**30/360**" is so specified, means the number of days in the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360.

In these Conditions:

"**Calculation Amount**" will be as specified in the applicable Pricing Supplement;

"**Determination Period**" means each period from (and including) a Determination Date to but excluding the next Determination Date (including, where the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date); and

"**sub-unit**" means, with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, one cent.

(b) Interest on Reset Notes

(i) Rates of Interest and Interest Payment Dates

Each Reset Note bears interest:

(A) from (and including) the Interest Commencement Date specified in the applicable Pricing Supplement to (but excluding) the First Reset Date at the rate per annum equal to the Initial Rate of Interest;

(B) from (and including) the First Reset Date to (but excluding) the Second Reset Date or, if no such Second Reset Date is specified in the applicable Pricing Supplement, the Maturity Date at the rate per annum equal to the First Reset Rate of Interest; and

(C) if applicable, from (and including) the Second Reset Date to (but excluding) the first Subsequent Reset Date (if any), and each successive period from (and including) any Subsequent Reset Date to (but excluding) the next succeeding Subsequent Reset Date (if any) or the Maturity Date, as the case may be (each a "**Subsequent Reset Period**") at the rate per annum equal to the relevant Subsequent Reset Rate of Interest,

(in each case rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) payable, in each case, in arrear on the Interest Payment Date(s) in each year and on the Maturity Date so specified if that does not fall on an Interest Payment Date.

The Rate of Interest and the amount of interest (the "**Interest Amount**") payable shall be determined by the Calculation Agent, (A) in the case of the Rate of Interest, at or as soon as practicable after each time at which the Rate of Interest is to be determined, and (B) in the case of the Interest Amount in accordance with the provisions for calculating amounts of interest in Condition 3(a) and, for such purposes, references in the fourth paragraph of Condition 3(a) to "Fixed Rate Notes" shall be deemed to be to "Reset Notes" and Condition 3(a) shall be construed accordingly.

In these Conditions:

"**First Margin**" means the margin specified as such in the applicable Pricing Supplement;

"**First Reset Date**" means the date specified in the applicable Pricing Supplement;

"**First Reset Period**" means the period from (and including) the First Reset Date until (but excluding) the Second Reset Date or, if no such Second Reset Date is specified in the applicable Pricing Supplement, the Maturity Date;

"**First Reset Period Fallback Yield**" means the yield specified in the applicable Pricing Supplement;

"**First Reset Rate of Interest**" means, in respect of the First Reset Period and subject to Condition 3(b)(ii) (if applicable), the rate of interest determined by the Calculation Agent on the relevant Reset Determination Date as the sum, converted from a basis equivalent to the Benchmark Frequency specified in the applicable Pricing Supplement to a basis equivalent to the frequency with which scheduled interest payments are payable on the Notes during the relevant Reset Period (such calculation to be determined by the Issuer in conjunction with a leading financial institution selected by it), of (A) the relevant Reset Reference Rate and (B) the First Margin;

"**H.15**" means the daily statistical release designated as H.15, or any successor publication, published by the board of governors of the Federal Reserve System at htttps://www.federalreserve.gov/releases/H15 or such other page, section, successor site or publication as may replace it;

"**Initial Rate of Interest**" has the meaning specified in the applicable Pricing Supplement;

"**Mid-Market Swap Rate**" means, for any Reset Period, the mean of the bid and offered rates for the fixed leg payable with a frequency equivalent to the Benchmark Frequency specified in the applicable Pricing Supplement (calculated on the day count basis customary for fixed rate payments in the Specified Currency as determined by the Calculation Agent, or failing which, the Issuer) of a fixed-for-floating interest rate swap transaction in the Specified Currency which transaction (i) has a term equal to the relevant Reset Period and commencing on the relevant Reset Date, (ii) is in an amount that is representative for a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market and (iii) has a floating leg based on the Mid-Swap Floating Leg Benchmark Rate for the Mid-Swap Floating Leg Frequency (as specified in the applicable Pricing Supplement) (calculated on the day count basis customary for floating rate payments in the Specified Currency as determined by the Calculation Agent);

"**Mid-Market Swap Rate Quotation**" means a quotation (expressed as a percentage rate per annum) for the relevant Mid-Market Swap Rate;

"**Mid-Swap Floating Leg Benchmark Rate**" means EURIBOR if the Specified Currency is euro, ROBOR if the Specified Currency is RON or such other rate as may be specified in the applicable Pricing Supplement;

"**Rate of Interest**" means the Initial Rate of Interest, the First Reset Rate of Interest or the Subsequent Reset Rate of Interest, as applicable;

"**Reference Bond**" means, in relation to any Reset Period, a government security or securities issued by the state responsible for issuing the Specified Currency (which, if the Specified Currency is euro, shall be Germany), as selected by the Issuer on the advice of an investment bank of international repute, that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities denominated in the Specified Currency and of a comparable maturity to such Reset Period;

"**Reference Bond Quotation**" means, in relation to a Reset Reference Bank and a Reset Determination Date:

(i) if CMT Rate is specified as the Reset Reference Rate in the applicable Pricing Supplement, the rate, as determined by the Calculation Agent, as being a yield-to-maturity based on the arithmetic mean of the secondary market bid prices of such Reset Reference Bank for the relevant Reset U.S. Treasury Securities at approximately 11.00 a.m. New York City time on the Reset Business Day following such Reset Determination Date; or

(ii) if Reference Bond is specified as the Reset Reference Rate in the applicable Pricing Supplement, the arithmetic mean, as determined by the Calculation Agent, of the bid and offered yields for the relevant Reference Bond requested by the Issuer and provided to the Issuer by such Reset Reference Bank at approximately 11.00 a.m. in the principal financial centre of the Specified Currency on such Reset Determination Date;

"**Reset Business Day**" means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in any Business Centre specified in the applicable Pricing Supplement;

"**Reset Date**" means the First Reset Date, the Second Reset Date and each Subsequent Reset Date (as applicable);

"**Reset Determination Date**" means, without prejudice to the impact of the fallbacks applicable to CMT Rate set out in paragraph (ii)(C) of the definition of Reset Reference Rate, in respect of the First Reset Period, the second Reset Business Day prior to the First Reset Date, in respect of the first Subsequent Reset Period, the second Reset Business Day prior to the Second Reset Date and, in respect of each Subsequent Reset Period thereafter, the second Business Day prior to the first day of each such Subsequent Reset Period;

"**Reset Period**" means the First Reset Period or a Subsequent Reset Period, as the case may be;

"**Reset Reference Bank Rate**" means, in relation to a Reset Period and the Reset Determination Date in relation to such Reset Period, the rate (expressed as a percentage rate per annum and rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) determined on the basis of the Reference Bond Quotations requested by the Issuer and provided by the Reset Reference Banks to the Issuer at:

(i) if CMT Rate is specified as the Reset Reference Rate in the applicable Pricing Supplement, approximately 11.00 a.m. New York City time on the next Reset Business Day following such Reset Determination Date; or

(ii) if Reference Bond is specified as the Reset Reference Rate in the applicable Pricing Supplement, approximately 11.00 a.m. in the principal financial centre of the Specified Currency on such Reset Determination Date.

If at least four such Reference Bond Quotations are provided, the Reset Reference Bank Rate will be the arithmetic mean (rounded as aforesaid) of the Reference Bond Quotations provided, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If only two or three Reference Bond Quotations are provided, the Reset Reference Bank Rate will be the arithmetic mean (rounded as aforesaid) of the Reference Bond Quotations provided. If fewer than two Reference Bond Quotations are provided, the Reset Reference Bank Rate for the relevant Reset Period will be (a) in the case of each Reset Period other than the First Reset Period, the Reset Reference Rate (or, if applicable, the Reset Reference Bank Rate) in respect of the immediately preceding Reset Period or (b) in the case of the First Reset Period, the First Reset Period Fallback Yield;

"**Reset Reference Banks**" means:

(i) if Mid-Swap Rate is specified as the Reset Reference Rate in the applicable Pricing Supplement, the principal office in the principal financial centre of the Specified Currency of five major banks in the swap, money, securities or other market most closely connected with the relevant Reset Reference Rate as selected by the Issuer on the advice of an investment bank of international repute;

(ii) if CMT Rate is specified as the Reset Reference Rate in the applicable Pricing Supplement, the principal office in New York City of five major banks which are primary U.S. Treasury Securities dealers or market makers in pricing corporate bond issues denominated in U.S. dollars as selected by the Issuer on the advice of an investment bank of international repute; or

(iii) if Reference Bond is specified as the Reset Reference Rate in the applicable Pricing Supplement, the principal office in the principal financial centre of the Specified Currency of four major banks which are primary government securities dealers or market makers in pricing corporate bond issues denominated in the Specified Currency as selected by the Issuer on the advice of an investment bank of international repute;

"**Reset Reference Rate**" means, in relation to a Reset Determination Date and subject to Condition 3(b)(ii) (if applicable), either:

(i) if Mid-Swap Rate is specified in the applicable Pricing Supplement:

(A) if Single Mid-Swap Rate is specified in the applicable Pricing Supplement, the rate for swaps in the Specified Currency:

(1) with a term equal to the relevant Reset Period; and

(2) commencing on the relevant Reset Date,

which appears on the Relevant Screen Page or such replacement page on that service which displays the information; or

(B) if Mean Mid-Swap Rate is specified in the applicable Pricing Supplement, the arithmetic mean (expressed as a percentage rate per annum and rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) of the bid and offered swap rate quotations for swaps in the Specified Currency:

(1) with a term equal to the relevant Reset Period; and

(2) commencing on the relevant Reset Date,

which appear on the Relevant Screen Page or such replacement page on that service which displays the information,

in either case, as at approximately 11.00 a.m. in the principal financial centre of the Specified Currency on such Reset Determination Date, all as determined by the Calculation Agent;

(ii) if CMT Rate is specified in the applicable Pricing Supplement and if the Specified Currency is U.S. dollars, the rate which is equal to:

(A) the yield for U.S. Treasury Securities at "constant maturity" for a period of maturity which is equal or comparable to the duration of the relevant Reset Period, as published in the H.15 under the caption "Treasury constant maturities (nominal)", as that yield is displayed on such Reset Determination Date, on the Relevant Screen Page; or

(B) if the yield referred to in paragraph (A) above is not published by approximately 4.30 p.m. New York City time on the Relevant Screen Page on such Reset Determination Date, the yield for the U.S. Treasury Securities at "constant maturity" having a period to maturity which is equal or comparable to the duration of the relevant Reset Period as published in H.15 under the caption "Treasury constant maturities (nominal)" on such Reset Determination Date; or

(C) if the yield referred to in paragraph (B) above is not published on such Reset Determination Date, the Reset Reference Bank Rate on the Reset Business Day following such Reset Determination Date; or

(iii) if Reference Bond is specified in the applicable Pricing Supplement the Reset Reference Bank Rate on such Reset Determination Date;

"**Reset U.S. Treasury Securities**" means, in relation to a Reset Determination Date, U.S. Treasury Securities:

(i) with an original term to maturity which is equal or comparable to the duration of the relevant Reset Period and a remaining term to maturity of no less than one year less than the duration of the relevant Reset Period; and

(ii) in a principal amount equal to an amount that is representative for a single transaction in such U.S. Treasury Securities in the New York City market.

If two U.S. Treasury Securities have remaining terms to maturity of no less than one year shorter than the Reset Period, the U.S. Treasury Security with the longer remaining term to maturity will be used for the purposes of the relevant determination and if two U.S. Treasury Securities have remaining terms to maturity equally close to the duration of the relevant Reset Period, the U.S. Treasury Security with the larger principal amount outstanding will be used for the purposes of the relevant determination;

"**Second Reset Date**" means the date specified in the applicable Pricing Supplement;

"**Subsequent Margin**" means the margin specified as such in the applicable Pricing Supplement;

"**Subsequent Reset Date**" means the date or dates specified in the applicable Pricing Supplement;

"**Subsequent Reset Rate of Interest**" means, in respect of any Subsequent Reset Period and subject to Condition 3(b)(ii) (if applicable), the rate of interest determined by the Calculation Agent on the relevant Reset Determination Date as the sum, converted from a basis equivalent to the Benchmark Frequency specified in the applicable Pricing Supplement to a basis equivalent to the frequency with which scheduled interest payments are payable on the Notes during the relevant Reset Period (such calculation to be determined by the Issuer in conjunction with a leading financial institution selected by it), of (A) the relevant Reset Reference Rate and (B) the relevant Subsequent Margin; and

"**U.S. Treasury Securities**" means securities that are direct obligations of the United States Treasury, issued other than on a discount basis.

(ii) Fallbacks

This Condition 3(b)(ii) only applies if the Reset Reference Rate is specified in the applicable Pricing Supplement as Mid-Swap Rate.

Subject as provided in Condition 3(d), if on any Reset Determination Date the Relevant Screen Page is not available or the Reset Reference Rate does not appear on the Relevant Screen Page, the Issuer shall request each of the Reset Reference Banks to provide the Issuer with its Mid-Market Swap Rate Quotation as at approximately 11.00 a.m. in the principal financial centre of the Specified Currency on the Reset Determination Date in question.

If two or more of the Reset Reference Banks provide the Issuer with Mid-Market Swap Rate Quotations, the First Reset Rate of Interest or the Subsequent Reset Rate of Interest (as applicable) for the relevant Reset Period shall be equal to the sum (converted as set out in the definition of such term above) of the arithmetic mean (rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) of the relevant Mid-Market Swap Rate Quotations and the First Margin or Subsequent Margin (as applicable), all as determined by the Calculation Agent.

If on any Reset Determination Date only one of the Reset Reference Banks provides the Issuer with a Mid-Market Swap Rate Quotation as provided in the foregoing provisions of this paragraph, the First Reset Rate of Interest or the Subsequent Reset Rate of Interest (as applicable) shall be equal to the sum (converted as set out in the definition of such term above) (rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) of the relevant Mid-Market Swap Rate Quotation and the First Margin or Subsequent Margin (as applicable), all as determined by the Calculation Agent.

If on any Reset Determination Date none of the Reset Reference Banks provides the Issuer with a Mid-Market Swap Rate Quotation as provided in the foregoing provisions of this paragraph, the First Reset Rate of Interest or the Subsequent Reset Rate of Interest (as applicable) shall be equal to the sum (converted as set out in the definition of such term above) (rounded, if necessary, to the nearest 0.001 per cent. (0.0005 per cent. being rounded upwards)) of the last observable mid-swap rate with an equivalent term and currency to the relevant Reset Reference Rate which appeared on the Relevant Screen Page and the First Margin or Subsequent Margin (as applicable), all as determined by the Calculation Agent.

(iii) Notification of First Reset Rate of Interest, Subsequent Reset Rate of Interest and Interest Amount

The Calculation Agent will cause the First Reset Rate of Interest, any Subsequent Reset Rate of Interest and, in respect of a Reset Period, the Interest Amount payable on each Interest Payment Date falling in such Reset Period to be notified to the Issuer, the Agent and to any stock exchange (or to a listing agent for onwards communication to a stock exchange) on which the relevant Reset Notes are for the time being listed and notice thereof to be published in accordance with Condition 13 as soon as possible after their determination but in no event later than the fourth London Business Day (as defined in Condition 3(c)(vi)) thereafter (or where the relevant Reset Notes are listed on the Luxembourg Stock Exchange, by no later than the first day of the relevant Reset Period). Each Interest Amount so notified may be subsequently amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. Any such amendment will be promptly notified by the Agent to each stock exchange on which the relevant Reset Notes are for the time being listed and to the Noteholders in accordance with Condition 13.

(iv) Certificates to be final

All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 3(b) shall (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agent, the Calculation Agent, the other Paying Agents and all Noteholders and Couponholders and (in the absence of the aforesaid) no liability to the Noteholders, the Couponholders or (subject to the provisions of the Agency Agreement) the Issuer shall attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

(c) Interest on Floating Rate Notes

(i) Interest Payment Dates

Each Floating Rate Note bears interest on its outstanding nominal amount from (and including) the Interest Commencement Date and such interest will be payable in arrear on either:

(A) the Specified Interest Payment Date(s) (each an "**Interest Payment Date**") in each year specified in the applicable Pricing Supplement; or

(B) if no Specified Interest Payment Date(s) is/are specified in the applicable Pricing Supplement, each date (each an "**Interest Payment Date**") which (save as otherwise mentioned in these Conditions or the applicable Pricing Supplement) falls the number of months or other period specified as the Specified Period in the applicable Pricing Supplement after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

Such interest will be payable in respect of each Interest Period. In these Conditions, "**Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

If a Business Day Convention is specified in the applicable Pricing Supplement and (x) if there is no numerically corresponding day on the calendar month in which an Interest Payment Date should occur or (y) if any Interest Payment Date would otherwise fall on a day which is not a Business Day (as defined below), then, if the Business Day Convention specified is:

(1) in any case where Specified Periods are specified in accordance with Condition 3(c)(i)(B), the Floating Rate Convention, such Interest Payment Date (i) in the case of (x) above, shall be the last day that is a Business Day in the relevant month and the provisions of (B) below shall apply *mutatis mutandis* or (ii) in the case of (y) above, shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event (A) such Interest Payment Date shall be brought forward to the immediately preceding Business Day and (B) each subsequent Interest Payment Date shall be the last Business Day in the month which falls the Specified Period after the preceding applicable Interest Payment Date occurred; or

(2) the Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day; or

(3) the Modified Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day; or

(4) the Preceding Business Day Convention, such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

In these Conditions:

"**Business Day**" means (unless otherwise stated in the applicable Pricing Supplement) a day which is both:

(A) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London and any Additional Business Centre specified in the applicable Pricing Supplement; and

(B) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which if the Specified Currency is Australian dollars or New

Zealand dollars shall be Melbourne or Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer System or any successor or replacement for that system ("**T2**") is open.

(ii) *Rate of Interest*

The Rate of Interest payable from time to time in respect of Floating Rate Notes will be determined in the manner specified below.

The Rate of Interest for each Interest Period will, subject as provided below, be either:

(A) the offered quotation (if there is only one quotation on the Relevant Screen Page); or

(B) the arithmetic mean (rounded if necessary to the fourth decimal place, with 0.00005 being rounded upwards) of the offered quotations,

(expressed as a percentage rate per annum), for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page (or such replacement page on that service which displays the information) as at the Specified Time on the Interest Determination Date in question plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Agent. If five or more such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, only one of such quotations) shall be disregarded by the Agent for the purpose of determining the arithmetic mean (rounded as provided above) of such offered quotations.

Subject as provided in Condition 3(d), if the Relevant Screen Page is not available or if, in the case of (A) above, no such quotation appears or, in the case of (B) above, fewer than three such offered quotations appear, in each case as at the Specified Time, the Issuer shall request, if the Reference Rate is EURIBOR, the principal Eurozone office of each of the Reference Banks or, if the Reference Rate is ROBOR, the principal Bucharest office of each of the Reference Banks (as defined below), to provide the Issuer with its offered quotation (expressed as a percentage rate per annum) for deposits in the Specified Currency for the relevant Interest Period, if the Reference Rate is EURIBOR, to leading banks in the Euro zone inter-bank market as at 11.00 a.m. (Brussels time) or, if the Reference Rate is ROBOR, to leading banks in the Bucharest inter-bank market at 11.00 a.m. (Bucharest time) on the Interest Determination Date in question.

If two or more of the Reference Banks provide the Issuer with offered quotations, the Rate of Interest for the Interest Period shall be the arithmetic mean (rounded if necessary to the fourth decimal place, with 0.00005 being rounded upwards) of the offered quotations plus or minus (as appropriate) the Margin (if any), all as determined by the Agent.

If on any Interest Determination Date one only or none of the Reference Banks provides the Issuer with an offered quotation as provided in the preceding paragraph, the Rate of Interest for the relevant Interest Period shall be the rate per annum which the Agent determines as being the arithmetic mean (rounded if necessary to the fourth decimal place, with 0.00005 being rounded upwards) of the rates, as communicated to (and at the request of) the Issuer by the Reference Banks or any two or more of them, at which such banks were offered, at approximately the Specified Time on the relevant Interest Determination Date, deposits in the

Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in the Euro-zone inter-bank market (if the Reference Rate is EURIBOR), or by leading banks in the Bucharest inter-bank market (if the Reference Rate is ROBOR), plus or minus (as appropriate) the Margin (if any) or, if fewer than two of the Reference Banks provide the Issuer with offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean (rounded as provided above) of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, at approximately the Specified Time on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Issuer suitable for the purpose) informs the Issuer it is quoting to leading banks in the Euro-zone inter-bank market (if the Reference Rate is EURIBOR), or by leading banks in the Bucharest inter-bank market (if the Reference Rate is ROBOR), plus or minus (as appropriate) the Margin (if any), provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be equal to that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin relating to the relevant Interest Period in place of the Margin relating to that last preceding Interest Period).

For the purposes of this Condition 3(c)(ii):

"**Reference Banks**" means, in the case of a determination of EURIBOR, the principal Euro-zone office of four leading banks in the Euro-zone inter-bank market, or, in the case of ROBOR, the principal Bucharest office of four leading banks in the Bucharest inter-bank market, in each case selected by the Issuer;

"**Reference Rate**" means the rate specified in the applicable Pricing Supplement; and

"**Specified Time**" means the time specified as such in the Pricing Supplement.

(iii) *Minimum and/or Maximum Rate of Interest*

If the applicable Pricing Supplement specifies a Minimum Rate of Interest for any Interest Period then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the above provisions is less than such Minimum Rate of Interest, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest. If the applicable Pricing Supplement specifies a Maximum Rate of Interest for any Interest Period then, in the event that the Rate of Interest in respect of any such Interest Period determined in accordance with the above provisions is greater than such Maximum Rate of Interest, the Rate of Interest for such Interest Period shall be such Maximum Rate of Interest.

Unless otherwise stated in the applicable Pricing Supplement the Minimum Rate of Interest shall be deemed to be zero.

(iv) *Determination of Rate of Interest and Calculation of Interest Amount*

The Agent will, at or as soon as practicable after each time at which the Rate of Interest is to be determined, determine the Rate of Interest for the relevant Interest Period. The Agent will calculate the amount of interest (the "**Interest Amount**") payable on the Floating Rate Notes for the relevant Interest Period by applying the Rate of Interest to:

(A) in the case of Floating Rate Notes which are represented by a global Note, the aggregate outstanding nominal amount of the Notes represented by such global Note; and

(B) in the case of Floating Rate Notes in definitive form, the Calculation Amount,

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest cent (or its approximate equivalent sub-unit of the relevant Specified Currency, half of any sub-unit being rounded upwards or otherwise in accordance with applicable market convention). Where the Specified Denomination of a Floating Rate Note in definitive form is a multiple of the Calculation Amount, the Interest Amount payable in respect of such Floating Rate Note shall be the product of the amount (determined in the manner provided above) per Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination without any further rounding.

In this Condition 3(c):

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest for any Interest Period, such day count fraction as may be specified in these Conditions or the applicable Pricing Supplement and:

(A) if "**Actual/Actual (ISDA)**" or "**Actual/Actual**" is so specified, means the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365);

(B) if "**Actual/365 (Fixed)**" is so specified, means the actual number of days in the Interest Period divided by 365;

(C) if "**Actual/360**" is so specified, means the actual number of days in the Interest Period divided by 360;

(D) if "**30/360**" or "**360/360**" or "**Bond Basis**" is so specified, means the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"$\mathbf{Y_1}$" is the year, expressed as a number, in which the first day of the Interest Period falls;

"$\mathbf{Y_2}$" is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"$\mathbf{M_1}$" is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

"$\mathbf{M_2}$" is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**D_1**" is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D_1 will be 30; and

"**D_2**" is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31 and D_1 is greater than 29, in which case D_2 will be 30;

(E) if "**30E/360**" or "**Eurobond Basis**" is so specified, means the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"**Y_1**" is the year, expressed as a number, in which the first day of the Interest Period falls;

"**Y_2**" is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**M_1**" is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

"**M_2**" is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**D_1**" is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D_1 will be 30; and

"**D_2**" is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31, in which case D_2 will be 30; and

(F) if "**30E/360 (ISDA)**" is so specified, means the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"**Y_1**" is the year, expressed as a number, in which the first day of the Interest Period falls;

"**Y_2**" is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**M_1**" is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

"**M_2**" is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

"**D_1**" is the first calendar day, expressed as a number, of the Interest Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D_1 will be 30; and

"**D_2**" is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D_2 will be 30.

(v) *Linear Interpolation*

Where Linear Interpolation is specified as applicable in respect of an Interest Period in the applicable Pricing Supplement, the Rate of Interest for such Interest Period shall be calculated by the Agent by straight line linear interpolation by reference to two rates based on the relevant Reference Rate, one of which shall be determined as if the Designated Maturity were the period of time for which rates are available next shorter than the length of the relevant Interest Period and the other of which shall be determined as if the Designated Maturity were the period of time for which rates are available next longer than the length of the relevant Interest Period provided however that if there is no rate available for a period of time next shorter or, as the case may be, next longer, then the Issuer shall determine such rate at such time and by reference to such sources as it determines appropriate.

"**Designated Maturity**" means the period of time designated in the Reference Rate.

(vi) *Notification of Rate of Interest and Interest Amount*

The Agent will cause the Rate of Interest and each Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to the Issuer and to any stock exchange on which the relevant Floating Rate Notes are for the time being listed, and notice thereof to be published in accordance with Condition 13 as soon as possible after their determination but in no event later than the fourth London Business Day thereafter (or, where the relevant Floating Rate Notes are listed on the Luxembourg Stock Exchange, by no later than the first day of the relevant Interest Period). Each Interest Amount and Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. Any such amendment will promptly be notified to each stock exchange on which the relevant Floating Rate Notes are for the time being listed and to the Noteholders in accordance with Condition 13. For the purposes of this paragraph, the expression "**London Business Day**" means a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets are open for general business in London.

(vii) *Certificates to be final*

All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 3(c) shall (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agent, the Calculation Agent (if applicable), the other Paying Agents and all Noteholders and Couponholders and (in the absence as aforesaid) no liability to the Issuer, the Noteholders or the Couponholders shall attach to the Agent or the Calculation Agent (if applicable) in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

(d) ***Benchmark Replacement***

If:

(1) the Reset Note provisions are specified as being applicable in the applicable Pricing Supplement and the Reset Reference Rate is specified as Mid-Swap Rate in the applicable Pricing Supplement; or

(2) the Floating Rate Note provisions are specified as being applicable in the applicable Pricing Supplement,

and, in each case, if Benchmark Replacement is also specified as being applicable in the applicable Pricing Supplement, then the provisions of this Condition 3(d) shall apply.

If, notwithstanding the provisions of Condition 3(b) or Condition 3(c), as applicable, the Issuer determines that a Benchmark Event has occurred when any Rate of Interest (or component thereof) remains to be determined by reference to an Original Reference Rate, then the following provisions shall apply to the relevant Series of Notes:

(A) the Issuer shall use reasonable endeavours, as soon as reasonably practicable, to appoint an Independent Adviser to determine:

I. a Successor Reference Rate; or

II. if such Independent Adviser fails so to determine a Successor Reference Rate, an Alternative Reference Rate,

and, in each case, an Adjustment Spread (in any such case, acting in good faith and in a commercially reasonable manner) by no later than the relevant IA Determination Cut-off Date for the purposes of determining the Rate of Interest (or the relevant component part thereof) for all relevant future payments of interest on the Notes (in respect of periods beginning after the end of the then current Reset Period or, as the case may be, the then current Interest Period or, if the Issuer determines on or prior to the first Reset Determination Date or, as the case may be, the next occurring Interest Determination Date, that a Benchmark Event has occurred, in respect of periods beginning from the First Reset Date or, as the case may be, the next occurring Interest Determination Date onwards) for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to such Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(d));

(B) if the Issuer is unable to appoint an Independent Adviser, or the Independent Adviser appointed by the Issuer fails to determine a Successor Reference Rate or an Alternative Reference Rate (as applicable) prior to the relevant IA Determination Cut-off Date, the Issuer (acting in good faith and in a commercially reasonable manner) may determine:

I. a Successor Reference Rate; or

II. if the Issuer fails so to determine a Successor Reference Rate, an Alternative Reference Rate,

and, in each case, an Adjustment Spread no later than the relevant Issuer Determination Cut-off Date for the purposes of determining the Rate of Interest (or the relevant component part thereof) for all relevant future payments of interest on the Notes (in respect of periods as described above) for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to such Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(d)). Without prejudice to the definitions thereof, for the purposes of determining any Alternative Reference Rate and the relevant Adjustment Spread, the Issuer will take into account any relevant and applicable market precedents as well as any published guidance from relevant associations involved in the establishment of market standards and/or protocols in the international debt capital markets;

(C) if a Successor Reference Rate or, failing which, an Alternative Reference Rate (as applicable) and, in either case, an Adjustment Spread is determined by the relevant Independent Adviser or the Issuer (as applicable) in accordance with this Condition 3(d):

I. such Successor Reference Rate or Alternative Reference Rate (as applicable) shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all relevant future payments of interest on the Notes (in respect of periods as described above) for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to the relevant Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(d));

II. such Adjustment Spread shall be applied to such Successor Reference Rate or Alternative Reference Rate (as the case may be) for all such relevant future payments of interest on the Notes (in respect of periods as described above) (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(d));

III. the relevant Independent Adviser or the Issuer (as applicable) (acting in good faith and in a commercially reasonable manner) may in its discretion specify:

(i) changes to these Conditions in order to follow market practice in relation to such Successor Reference Rate or Alternative Reference Rate (as applicable), including, but not limited to, (1) the Additional Business Centre(s), the Benchmark Frequency, the Business Centre(s), the definition of "Business Day", the Business Day Convention, the Day Count Fraction, the Determination Date(s), the Interest Determination Date(s), the Mid-Swap Floating Leg Frequency, the definition of "Reference Banks", the Relevant Screen Page, the Reset Determination Date, the Reset Reference Rate and/or the Specified Period(s)/Specified Interest Payment Dates applicable to the Notes and (2) the method for determining the fallback to the Rate of Interest in relation to the Notes if such Successor Reference Rate or Alternative Reference Rate (as applicable) is not available; and

(ii) any other changes which the relevant Independent Adviser or the Issuer (as applicable) determines are reasonably necessary to ensure the proper operation and comparability to the relevant Original Reference Rate of such Successor Reference Rate or Alternative Reference Rate (as applicable),

which changes shall apply to the Notes for all relevant future payments of interest on the Notes (in respect of periods as described above) for which the Rate of Interest (or the relevant component part thereof) was otherwise to be determined by reference to the relevant Original Reference Rate (subject to the subsequent operation of, and adjustment as provided in, this Condition 3(d)); and

(D) promptly following the determination of any Successor Reference Rate or Alternative Reference Rate (as applicable) and the relevant Adjustment Spread, the Issuer shall give notice thereof and of any changes to these Conditions (and the effective date thereof) pursuant to Condition 3(d)(C)(III) to the Agent, the Calculation Agent and the Noteholders in accordance with Condition 13.

The Agent and any other agents party to the Agency Agreement shall, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions as may be required in order to give effect to the application of this Condition 3(d). No consent of the Noteholders shall be required in connection with effecting the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) and, in either case, the relevant Adjustment Spread as described in this Condition 3(d) or such other relevant changes pursuant to Condition 3(d)(C)(III), including for the execution of any documents or the taking of other steps by the Issuer or any of the parties to the Agency Agreement.

If a Successor Reference Rate or an Alternative Reference Rate and/or, in either case, an Adjustment Spread is not determined pursuant to the operation of this Condition 3(d) or is not notified to the Agent and the Calculation Agent prior to the relevant Issuer Determination Cut-off Date, then the Rate of Interest for the next relevant Interest Period (in the case of Floating Rate Notes) or Reset Period (in the case of Reset Notes) shall be determined by reference to the fallback provisions of Condition 3(b) or 3(c), as the case may be. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Period (in the case of Floating Rate Notes) or Reset Period (in the case of Reset Notes) only and any subsequent Interest Periods or Reset Periods (as applicable) are subject to the subsequent operation of, and to adjustment as provided in, this Condition 3(d).

Notwithstanding any other provision of this Condition 3(d), none of the Agent, the Calculation Agent or any Paying Agent shall be obliged to concur with the Issuer or the Independent Adviser in respect of any changes or amendments as contemplated under this Condition 3(d) which, in the sole opinion of the Agent, the Calculation Agent or a Paying Agent (as the case may be) would have the effect of increasing the obligations, responsibilities, liabilities or duties, or reducing the rights or protections, of such party in the Agency Agreement and/or these Conditions.

Notwithstanding any other provision of this Condition 3(d), if in the Agent or Calculation Agent's opinion there is any uncertainty in making any determination or calculation under this Condition 3(d), the Agent or, as the case may be, the Calculation Agent shall promptly notify the Issuer and/or the Independent Adviser thereof and the Issuer shall direct the Agent or, as the case may be, the Calculation Agent in writing as to which course of action to adopt. If the Agent or the Calculation Agent is not promptly provided with such direction, or is otherwise unable to make such calculation or determination for any reason, it shall notify the Issuer and/or the Independent Adviser (as the case may be) thereof and it shall be under no obligation to make such calculation or determination and shall not incur any liability for not doing so.

For the avoidance of doubt, neither the Agent nor the Calculation Agent nor any Paying Agent shall be obliged to monitor or enquire as to whether a Benchmark Event has occurred or have any liability in respect thereto. The Calculation Agent shall be entitled to rely conclusively on any determination made by the Issuer or the Independent Adviser (as the case may be) and shall have no liability for any action it takes at the direction of the Issuer or the Independent Adviser (as the case may be).

Notwithstanding any other provision of this Condition 3(d) no Successor Reference Rate or Alternative Reference Rate (as applicable) will be adopted, and no other amendments to the terms of the Notes will be made pursuant to this Condition 3(d), if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to:

(i) in the case of Tier 2 Notes, prejudice the qualification of the Notes as (as applicable) (a) Tier 2 Capital of the Issuer and/or the Group and/or (b) MREL-Eligible Liabilities; and/or

(ii) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, prejudice the qualification of the Notes as MREL-Eligible Liabilities; and/or

(iii) in the case of Tier 2 Notes, Senior Non-Preferred Notes and Senior Preferred Notes, result in the Relevant Regulator and/or the Relevant Resolution Authority (as applicable) treating the next Interest Payment Date or the next Reset Date, as the case may be, as the effective maturity of the Notes, rather than the relevant Maturity Date.

If the Issuer anticipates that a Benchmark Event will or may occur, nothing in these Conditions shall prevent the Issuer (in its sole discretion) from taking, prior to the occurrence of such Benchmark Event, such actions which it considers expedient in order to prepare for applying the provisions of this Condition 3(d) (including, without limitation, appointing and consulting with an Independent Adviser to identify any Successor Reference Rate, Alternative Reference Rate, Adjustment Spread and/or other amendments to the terms of the Notes which will be made pursuant to this Condition 3(d)), provided that no Successor Reference Rate, Alternative Reference Rate, Adjustment Spread and/or other amendments to the terms of the Notes to be made pursuant to this Condition 3(d) will take effect until the relevant Benchmark Event has occurred.

(e) Accrual of Interest

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the due date for its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused. In such event, interest will continue to accrue thereon (as well after as before any demand or judgment) at the rate then applicable to the principal amount of the Notes or such other rate as may be specified in the applicable Pricing Supplement until whichever is the earlier of (1) the date on which all amounts due in respect of such Note have been paid, and (2) the date on which the Agent having received the funds required to make such payment, notice is given to the Noteholders in accordance with Condition 13 of that circumstance (except to the extent that there is failure in the subsequent payment thereof to the relevant Noteholder).

(f) Discretions

Notwithstanding anything included in these Conditions or any applicable Pricing Supplement, the Agent (or Calculation Agent, if so appointed) will have no obligation to exercise any discretion (including, but not limited to, determinations of alternative or substitute benchmarks, successor reference rates, screen pages, interest adjustment factors/fractions or spreads, market disruptions, benchmark amendment conforming changes, selection and polling of reference banks) and any such discretion shall instead (unless an alternative method for determination is specified by any entity other than the Agent and/or Calculation Agent in these Conditions) be exercised by the relevant Issuer (following consultation with any such independent advisers as it deems necessary).

(g) Definitions

"**Adjustment Spread**" means either (a) a spread (which may be positive, negative or zero) or (b) a formula or methodology for calculating a spread, in either case which is to be applied to the relevant Successor Reference Rate or Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

(A) in the case of a Successor Reference Rate, is formally recommended in relation to the replacement of the relevant Original Reference Rate with the relevant Successor Reference Rate by any Relevant Nominating Body; or

(B) in the case of an Alternative Reference Rate or (where (A) above does not apply) in the case of a Successor Reference Rate, the relevant Independent Adviser or the Issuer (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the relevant Original Reference Rate, where such rate has been replaced by such Successor Reference Rate or such Alternative Reference Rate (as applicable); or

(C) in the case of an Alternative Reference Rate (where (B) above does not apply) or in the case of a Successor Reference Rate (where neither (A) nor (B) above applies), the relevant Independent Adviser or the Issuer (as applicable) determines is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by such Alternative Reference Rate or such Successor Reference Rate (as applicable).

If the relevant Independent Adviser or the Issuer (as applicable) determines that none of (A), (B) and (C) above applies, the Adjustment Spread shall be deemed to be zero;

"**Alternative Reference Rate**" means the rate that the relevant Independent Adviser or the Issuer (as applicable) determines has replaced the relevant Original Reference Rate in customary market usage in the international debt capital markets for the purposes of determining rates of interest (or the relevant component part thereof) in respect of debt securities denominated in the Specified Currency and of a comparable duration:

(A) in the case of Floating Rate Notes, to the relevant Interest Period(s); or

(B) in the case of Reset Notes, to the relevant Reset Period(s),

or in any case, if such Independent Adviser or the Issuer (as applicable) determines that there is no such rate, such other rate as such Independent Adviser or the Issuer (as applicable) determines in its discretion is most comparable to the relevant Original Reference Rate;

"**Benchmark Event**" means, with respect to an Original Reference Rate:

(A) such Original Reference Rate ceasing to be published for at least five Business Days or ceasing to exist or be administered; or

(B) the later of (1) the making of a public statement by the administrator of such Original Reference Rate that it will, on or before a specified date, cease publishing such Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such Original Reference Rate) and (2) the date falling six months prior to the specified date referred to in (B)(1); or

(C) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that such Original Reference Rate has been permanently or indefinitely discontinued; or

(D) the later of (1) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that such Original Reference Rate will, on or before a specified date, be permanently or indefinitely discontinued and (2) the date falling six months prior to the specified date referred to in (D)(1); or

(E) the later of (1) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that means such Original Reference Rate will be prohibited from being used on or before a specified date and (2) the date falling six months prior to the specified date referred to in (E)(1); or

(F) it has or will prior to the next Interest Determination Date or Reset Determination Date (as applicable) become unlawful for the Issuer, the Agent, the Calculation Agent or any other party specified in the applicable Pricing Supplement as being responsible for calculating the Rate of Interest to calculate any payments due to be made to any Noteholders using such Original Reference Rate; or

(G) the later of (1) the making of a public statement by the supervisor of the administrator of such Original Reference Rate that such Original Reference Rate will, on or before a specified date, no longer be representative or may, on or before a specified date, no longer be used and (2) the date falling six months prior to the specified date referred to in (G)(1);

"**IA Determination Cut-off Date**" means:

(A) in the case of Floating Rate Notes, in any Interest Period, the date that falls on the fifth Business Day prior to the Interest Determination Date relating to the next succeeding Interest Period; or

(B) in the case of Reset Notes, in any Reset Period, the date that falls on the fifth Business Day prior to the Reset Determination Date relating to the next succeeding Reset Period.

"**Independent Adviser**" means an independent financial institution of international repute or other independent financial adviser experienced in the international debt capital markets, in each case appointed by the Issuer at its own expense;

"**Issuer Determination Cut-off Date**" means:

(A) in the case of Floating Rate Notes, in any Interest Period, the date that falls on the third Business Day prior to the Interest Determination Date relating to the next succeeding Interest Period; or

(B) in the case of Reset Notes, in any Reset Period, the date that falls on the third Business Day prior to the Reset Determination Date relating to the next succeeding Reset Period;

"**Original Reference Rate**" means the originally-specified reference rate of the Notes used to determine the relevant Rate of Interest (or any component part thereof) in respect of any Interest Period(s) or Reset Period(s) (provided that if, following one or more Benchmark Events, such originally specified reference rate of the Notes (or any Successor Reference Rate or Alternative Reference Rate which has replaced it) has been replaced by a (or a further) Successor Reference Rate or Alternative Reference Rate and a Benchmark Event subsequently occurs in respect of such Successor Reference Rate or Alternative Reference Rate, the term "Original Reference Rate" shall include any such Successor Reference Rate or Alternative Reference Rate);

"**Relevant Nominating Body**" means, in respect of an Original Reference Rate:

(A) the central bank for the currency to which such Original Reference Rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of such Original Reference Rate; or

(B) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (1) the central bank for the currency to which such Original Reference Rate relates, (2) any central bank or other supervisory authority which is responsible for supervising the administrator of such Original Reference Rate, (3) a group of the aforementioned central banks or other supervisory authorities, or (4) the Financial Stability Board or any part thereof; and

"**Successor Reference Rate**" means the rate that the relevant Independent Adviser or the Issuer (as applicable) determines is a successor to or replacement of the relevant Original Reference Rate which is formally recommended by any Relevant Nominating Body.

4. REDEMPTION AND PURCHASE; SUBSTITUTION AND VARIATION

(a) Redemption at Maturity

Unless previously redeemed or purchased and cancelled as specified below or (pursuant to Condition 4(m)) substituted, each Note will be redeemed by the Issuer at its Final Redemption Amount specified in the applicable Pricing Supplement in the relevant Specified Currency on the Maturity Date specified in the applicable Pricing Supplement.

(b) Redemption for Tax Reasons

If, as a result of any amendment to or change in the laws or regulations of the Hellenic Republic or of any political subdivision thereof or any authority or agency therein or thereof having power to tax or any change in the application or official interpretation or administration of any such laws or regulations, which amendment or change becomes effective on or after the date on which agreement is reached to issue the most recent Tranche of Notes of the relevant Series:

(i) the Issuer would be required to pay additional amounts as provided in Condition 8; or

(ii) interest payments under or with respect to the Notes are no longer (partly or fully) deductible for tax purposes in the Hellenic Republic,

the Issuer may (subject (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, to Condition 4(k) and (ii) in the case of Tier 2 Notes, to Condition 4(l) and (if applicable) Condition 4(k)), at its option and having given not less than the minimum period and not more than the maximum period of notice specified in the applicable Pricing Supplement (ending, in the case of Notes which bear interest at a floating rate, on any Interest Payment Date) to the Agent and the Noteholders Agent and, in accordance with Condition 13, the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of the outstanding Notes at their Early Redemption Amount as specified in the applicable Pricing Supplement together (if applicable) with unpaid interest accrued to (but excluding) the date of redemption **provided that** in the case of redemption pursuant to subparagraph (i) above, no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

In the case of Tier 2 Notes only, any redemption of the Notes in accordance with this Condition 4(b) is subject to the Issuer demonstrating to the satisfaction of the Relevant Regulator and/or the Relevant

Resolution Authority (as applicable) that such change in tax treatment of such Notes is material and was not reasonably foreseeable on the date of issue of the most recent tranche of the Notes.

(c) Redemption following the occurrence of a Capital Disqualification Event

This Condition 4(c) is applicable only in relation to Notes specified in the applicable Pricing Supplement as being Tier 2 Notes and references to "**Notes**" and "**Noteholders**" shall be construed accordingly.

Where this Condition 4(c) is specified as being applicable in the applicable Pricing Supplement, if immediately prior to the giving of the notice referred to below, a Capital Disqualification Event has occurred and is continuing, the Issuer may (subject to Condition 4(l) and (if applicable) Condition 4k)), at its option and having given no less than the minimum period and not more than the maximum period of notice specified in the applicable Pricing Supplement (ending, in the case of Notes which bear interest at a floating rate, on any Interest Payment Date) to the Agent and the Noteholders Agent and, in accordance with Condition 13, the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of the outstanding Notes at their Early Redemption Amount specified in the applicable Pricing Supplement together (if applicable) with unpaid interest accrued to (but excluding) the date of redemption. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

In these Conditions:

"**BRRD**" means Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms, as amended by Directive (EU) 2019/879 as regards the loss-absorbing and recapitalisation capacity of credit and investment firms and Directive 98/26/EC, and as may be further amended or replaced from time to time and, as the context permits, any provision of Greek law, including Greek Law 4335/2015, transposing or implementing such Directive (as it is amended or replaced from time to time);

A "**Capital Disqualification Event**" will occur if at any time, on or after the Issue Date of the most recent tranche of the relevant Series of Notes, there is a change in the regulatory classification of such Notes that results or would be likely to result in (i) the exclusion of such Notes in whole or, to the extent not prohibited by the Capital Regulations, in part from the Tier 2 Capital of the Issuer and/or the Group; and/or (ii) their reclassification, in whole or, to the extent not prohibited by the Capital Regulations, in part, as a lower quality form of regulatory capital of the Issuer and/or the Group, in each case other than where such exclusion or reclassification is only the result of any applicable limitation on such capital and provided (x) the Relevant Regulator considers that such change in the regulatory classification of such Notes is sufficiently certain and (y) the Issuer demonstrates to the satisfaction of the Relevant Regulator that such change in the regulatory reclassification of such Notes was not reasonably foreseeable on the date of issue of the most recent tranche of the Notes;

"**Capital Regulations**" means, at any time, the laws, regulations, requirements, guidelines and policies relating to capital adequacy, resolution and/or solvency applicable to the Issuer and/or the Group at such time including, without limitation to the generality of the foregoing, the BRRD, CRD IV and those regulations, requirements, guidelines and policies of the Relevant Regulator relating to capital adequacy, resolution and/or solvency then in effect in the Hellenic Republic (whether or not such requirements, guidelines or policies have the force of law and whether or not they are applied generally or specifically to the Issuer and/or the Group);

"**CRD IV**" means any or any combination of the CRD IV Directive, the CRR and any CRD/CRR Implementing Measures, all as amended or supplemented;

"**CRD IV Directive**" means Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013, as amended by Directive (EU) 2019/878 of 20 May 2019 and as may be further amended or replaced from time to time and, as the context permits, any provision of Greek law, including Law 4261/2014, transposing or implementing such Directive (as it is amended or replaced from time to time);

"**CRD/CRR Implementing Measures**" means any regulatory capital rules implementing the CRD IV Directive or the CRR which may from time to time be introduced, including, but not limited to, delegated or implementing acts (regulatory technical standards) adopted by the European Commission, national laws and regulations, and regulations and guidelines issued by the Relevant Regulator, the European Banking Authority or any other relevant authority, which are applicable to the Issuer or the Group and which prescribe the requirements to be fulfilled by financial instruments for inclusion in the regulatory capital of the Issuer or the Group;

"**Group**" means the Issuer and its Subsidiaries from time to time save in relation to Condition 17 where it shall mean Alpha Holdings and its Subsidiaries from time to time;

"**Subsidiary**" means, in respect of an entity (the "**First Entity**") at any particular time, any other entity: (a) whose affairs and policies the First Entity controls or has the power to control, whether by ownership of share capital, contract, the power to appoint or remove members of the governing body of such entity or otherwise; or (b) whose financial statements are, in accordance with applicable law and generally accepted accounting principles or standards, consolidated with those of the First Entity; and

"**Tier 2 Capital**" has the meaning given in the Capital Regulations from time to time.

(d) Redemption following the occurrence of an MREL Disqualification Event

Where this Condition 4(d) is specified as being applicable in the applicable Pricing Supplement, if immediately prior to the giving of the notice referred to below, an MREL Disqualification Event has occurred and is continuing, the Issuer may from (and including) the MREL Disqualification Event Effective Date (subject to (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, Condition 4(k) and (ii) in the case of Tier 2 Notes, Condition 4(l) and (if applicable) Condition 4(k) (as applicable)) at its option and having given no less than the minimum period and not more than the maximum period of notice specified in the applicable Pricing Supplement (ending, in the case of Notes which bear interest at a floating rate, on any Interest Payment Date) to the Agent and the Noteholders Agent and, in accordance with Condition 13, the Noteholders (which notice shall be irrevocable), redeem all (but not some only) of the outstanding Notes at their Early Redemption Amount specified in the applicable Pricing Supplement together (if applicable) with interest accrued to (but excluding) the date of redemption. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

In these Conditions:

An "**MREL Disqualification Event**" shall be deemed to occur if, at any time, all or part of the aggregate outstanding principal amount of the Notes ceases to be included fully or partially in the MREL-Eligible Liabilities or neither the Issuer nor the Group is required to maintain any MREL-Eligible Liabilities pursuant to the MREL Requirements; provided that an MREL Disqualification Event shall not occur (a) where the relevant exclusion is due to (i) the remaining maturity of such Notes being less than any period prescribed by any applicable eligibility criteria under the MREL Requirements effective with respect to the Issuer and/or the Group on the date of issue of the most recent tranche of the Notes, or (ii) the relevant Notes being repurchased by or on behalf of the Issuer or any of its Subsidiaries or (b) in the case of a Series of Senior Preferred Notes, where the relevant exclusion from the MREL-Eligible Liabilities is as a result of any applicable limitation on the amount of liabilities of the Issuer that may qualify as MREL-Eligible Liabilities.

"**MREL Disqualification Event Effective Date**" means (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, the Issue Date of the first Tranche of the Notes and (ii) in the case of Tier 2 Notes, the date specified in the applicable Pricing Supplement or such earlier date as may be permitted under the MREL Requirements and/or the Capital Regulations (as applicable) from time to time.

(e) Redemption at the Option of the Issuer (Issuer Call)

If an Issuer Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, (subject (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, to Condition 4(k) and (ii) in the case of Tier 2 Notes, to Condition 4(l) and (if applicable) Condition 4(k)), having (unless otherwise specified in the applicable Pricing Supplement) given not more than the maximum period nor less than minimum period of notice specified in the applicable Pricing Supplement to the Agent and the Noteholders Agent and, in accordance with Condition 13, the Noteholders (which notice shall be irrevocable), redeem all or (if so specified in the applicable Pricing Supplement) some only of the Notes then outstanding on any Optional Redemption Date at the Optional Redemption Amount(s) specified in the applicable Pricing Supplement together, if applicable, with unpaid interest accrued to (but excluding) the relevant Optional Redemption Date. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

In the event of a redemption of some only of the Notes, such redemption must be of a nominal amount being not less than the Minimum Redemption Amount or not more than the Maximum Redemption Amount, both as indicated in the applicable Pricing Supplement. In the case of a partial redemption of definitive Notes, the Notes to be redeemed will be selected individually by not more than 30 days prior to the date fixed for redemption and a list of the Notes called for redemption will be published in accordance with Condition 13 not less than 15 days prior to such date. In the case of a partial redemption of Notes which are represented by a global Note, the relevant Notes will be selected in accordance with the rules of Euroclear and/or Clearstream, Luxembourg (to be reflected in the records of Euroclear and Clearstream, Luxembourg as either a pool factor or a reduction in nominal amount at their discretion).

If "**Make-Whole Redemption Amount**" is specified in the applicable Pricing Supplement as the Optional Redemption Amount, the Optional Redemption Amount shall be an amount calculated by the Financial Adviser equal to the higher of (a) 100 per cent. of the principal amount outstanding of the Notes to be redeemed or (b) the sum of the then present values of the principal amount outstanding of the Notes to be redeemed and the Remaining Term Interest on such Notes (exclusive of interest accrued to the date of redemption) discounted to the date of redemption on an annual basis at the Make-Whole Reference Bond Rate, plus the Redemption Margin.

In these Conditions:

"**Financial Adviser**" means an investment bank or financial institution of international standing selected by the Issuer;

"**First Par Call Notes Redemption Date**" means, in respect of any Par Call Notes, the first Optional Redemption Date on which the Notes may be redeemed at the Par Call Amount;

"**Make-Whole Reference Bond**" means (i) the security set out in the applicable Pricing Supplement (if such security is then outstanding and a quote is available on the Reference Screen Page) or (ii) (x) if such security set out in the applicable Pricing Supplement is no longer outstanding or the Reference

Screen Page does not quote the yield on such security, or (y) in the case of any Par Call Notes, at any time after the First Par Call Notes Redemption Date, a government security or securities selected by the Issuer in consultation with an independent investment bank of international standing on the Business Day immediately preceding the Reference Date and notified to the Financial Adviser with an actual or interpolated maturity comparable with the remaining term to the Maturity Date, or in the case of any Par Call Notes, the next occurring Par Call Notes Redemption Date that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities denominated in the Specified Currency and of a comparable maturity to the remaining term to the Maturity Date, or in the case of any Par Call Notes, the next occurring Par Call Notes Redemption Date;

"**Make-Whole Reference Bond Rate**" means, with respect to any Optional Redemption Date that does not fall on a Par Call Notes Redemption Date, either: (1) the rate per annum equal to the annual yield to maturity of the Make-Whole Reference Bond displayed on the Reference Screen Page as of approximately the Quotation Time on the Reference Date, as determined by the Financial Adviser; or (2) if the Reference Screen Page is not available as of the Quotation Time on the Reference Date: (A) the arithmetic average of the Reference Government Bond Dealer Quotations for such Optional Redemption Date, after excluding the highest such Reference Government Bond Dealer Quotation (or if, there is more than one highest Reference Government Bond Dealer Quotation, one only of those Reference Government Bond Dealer Quotations) and the lowest such Reference Government Bond Dealer Quotation (or if, there is more than one lowest Reference Government Bond Dealer Quotation, one only of those Reference Government Bond Dealer Quotations), or (B) if the Financial Adviser obtains fewer than four such Reference Government Bond Dealer Quotations, the arithmetic average of all such quotations, in each case as determined by the Financial Adviser;

"**Par Call Notes**" means any Notes in respect of which: (i) Issuer Call is specified as being applicable in the applicable Pricing Supplement; and (ii) any Optional Redemption Amount is specified as being an amount per Calculation Amount equal to the Calculation Amount (such Optional Redemption Amount, the "**Par Call Amount**");

"**Par Call Notes Redemption Date**" means an Optional Redemption Date on which the Notes may be redeemed at the Par Call Amount;

"**Quotation Time**" shall be as set out in the applicable Pricing Supplement;

"**Redemption Margin**" shall be as set out in the applicable Pricing Supplement;

"**Reference Date**" will be the date set out in the relevant notice of redemption and shall in any event be no earlier than the day falling two Business Days prior to the relevant Optional Redemption Date;

"**Reference Government Bond Dealer**" means each of five banks selected by the Issuer, or their affiliates, which are (A) primary government securities dealers, and their respective successors, or (B) market makers in pricing corporate bond issues;

"**Reference Government Bond Dealer Quotations**" means, with respect to each Reference Government Bond Dealer and any date for redemption that does not fall on a Par Call Notes Redemption Date, the rate per annum equal to the annual yield to maturity or interpolated yield to maturity (on the relevant day count basis) of the Make-Whole Reference Bond (rounded to the nearest 0.001 per cent. with 0.0005 per cent. rounded upwards) at the Quotation Time on the Reference Date quoted in writing to the Financial Adviser by such Reference Government Bond Dealer;

"**Reference Screen Page**" shall be set out in the relevant Pricing Supplement (or any successor or replacement page, section or other part of the information service), or such other page, section or other part as may replace it on the information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying the mid-market yield to maturity for the Make-Whole Reference Bond, as determined by the Issuer in consultation with an independent investment bank of international standing; and

"**Remaining Term Interest**" means, with respect to any Note, the aggregate amount of scheduled payment(s) of interest on such Note for the remaining term to the Maturity Date or, in the case of any Par Call Notes, the next occurring Par Call Notes Redemption Date determined on the basis of the rate of interest applicable to such Note from and including the date on which such Note is to be redeemed by the Issuer pursuant to this Condition 4(e).

(f) Early Redemption Amounts

For the purposes of Conditions 4(b), 4(c), 4(d) and 9, each Note will be redeemed at an amount (the "**Early Redemption Amount**") determined or calculated as follows:

(i) in the case of a Note with a Final Redemption Amount equal to the Issue Price of the first Tranche of the Series, at the Final Redemption Amount thereof; or

(ii) in the case of a Note (other than a Zero Coupon Note) with a Final Redemption Amount which is or may be less or greater than the Issue Price of the first Tranche of the Series, at the amount set out in the applicable Pricing Supplement or, if no such amount or manner is set out in that Pricing Supplement, at their nominal amount; or

(iii) in the case of a Zero Coupon Note, at an amount (the "**Amortised Face Amount**") calculated in accordance with the following formula:

$$\text{Early Redemption Amount} = \text{RP} \times (1 + \text{AY})^{y}$$

where:

"**RP**" means the Reference Price;

"**AY**" means the Accrual Yield expressed as a decimal; and

"**y**" is the Day Count Fraction specified in the applicable Pricing Supplement which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360-day year consisting of 12 months of 30 days each) from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (iii) Actual/365 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 365).

(g) Clean-Up Call Option

If (i) Clean-up Call Option is specified as being applicable in the applicable Pricing Supplement and (ii) the Clean-up Call Minimum Percentage (or more) of the principal amount outstanding of the Notes originally issued has been redeemed (other than Notes redeemed at the Make-Whole Redemption Amount) or purchased and subsequently cancelled in accordance with this Condition 4, the Issuer may, from (and including) the Clean-up Call Effective Date (subject (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, to Condition 4(k) and (ii) in the case of Tier 2 Notes, to Condition 4(l) and (if applicable) Condition 4(k)), having given not more than the maximum period nor less than minimum period of notice specified in the applicable Pricing Supplement to the Agent and the Noteholders Agent and, in accordance with Condition 13, the Noteholders at any time redeem all (but not some only) of the Notes then outstanding at the Clean-up Call Option Amount specified in the applicable Pricing Supplememt together, if applicable, with unpaid interest accrued to (but excluding) such date fixed for redemption. Upon the expiry of such notice, the Issuer shall be bound to redeem the Notes accordingly.

For the purposes of this Condition 4(g), any further securities issued pursuant to Condition 16 so as to be consolidated and form a single Series with the Notes outstanding at that time will be deemed to have been originally issued.

In these Conditions:

"**Clean-up Call Minimum Percentage**" means 75 per cent. or such other percentage specified in the applicable Pricing Supplement; and

"**Clean-up Call Effective Date**" means (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, the Issue Date of the first Tranche of the Notes and (ii) in the case of Tier 2 Notes, the date specified in the applicable Pricing Supplement or such earlier date as may be permitted under the MREL Requirements and/or the Capital Regulations (as applicable) from time to time.

(h) Purchases

Alpha Holdings, Alpha Bank or any other Subsidiary of Alpha Holdings may (subject (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, to Condition 4(k) and (ii) in the case of Tier 2 Notes, to Condition 4(l) and (if applicable) Condition 4(k)) purchase Notes (together, in the case of definitive Notes, with all Coupons and Talons appertaining thereto) in any manner and at any price. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent for cancellation.

(i) Cancellation

All Notes which are redeemed in full or substituted will forthwith be cancelled (together with all unmatured Coupons and Talons attached thereto or surrendered therewith at the time of redemption). All Notes so cancelled and the Notes which are purchased and cancelled pursuant to Condition 4(h) above (together with all unmatured Coupons and Talons attached thereto or delivered therewith) shall be forwarded to the Agent and cannot be reissued or resold.

(j) Late Payment on Zero Coupon Notes

If the amount payable in respect of any Zero Coupon Note upon redemption of such Zero Coupon Note pursuant to Conditions 4(a), 4(b), 4(c), 4(d), 4(e) or 4(g) or upon its becoming due and repayable as provided in Condition 9 is improperly withheld or refused, the amount due and repayable in respect of such Zero Coupon Note shall be the amount calculated as provided in Condition 4(f)(iii) above as though the references therein to the date fixed for redemption or the date upon which the Zero Coupon Note becomes due and repayable were replaced by references to the date which is the earlier of:

(i) the date on which all amounts due in respect of the Zero Coupon Note have been paid; and

(ii) the date on which the full amount of the moneys payable has been received by the Agent and notice to that effect has been given to the Noteholders in accordance with Condition 13.

(k) Conditions to Substitution, Variation, Redemption and Purchase of Senior Preferred Notes, Senior Non-Preferred Notes and Tier 2 Notes that are MREL-Eligible Liabilities

This Condition 4(k) only applies to Senior Preferred Notes, Senior Non-Preferred Notes and Tier 2 Notes that are MREL-Eligible Liabilities and references in this Condition 4(k) to "**Notes**" and "**Noteholders**" shall be construed accordingly.

Any redemption or purchase of Notes in accordance with Conditions 4(b), 4(d), 4(e), 4(g) or 4(h) above is subject to:

(i) the Issuer giving notice to the Relevant Resolution Authority and the Relevant Resolution Authority granting prior permission to redeem or purchase the relevant Notes (in each case to the extent, and in the manner, then required by the MREL Requirements); and

(ii) compliance by the Issuer with any alternative or additional pre-conditions to redemption or purchase, as applicable, set out in the MREL Requirements (including any requirements applicable to such redemption or purchase due to the qualification of such Notes at such time (or previously, as the case may be) as MREL-Eligible Liabilities).

To the extent required by the MREL Requirements (including any requirements applicable to the modification, substitution or variation of the Notes due to the qualification of such Notes at such time (or previously, as the case may be) as MREL-Eligible Liabilities), any substitution or variation in accordance with Condition 4(m) or any modification (other than any modification which is made to correct a manifest error) of these Conditions, the Deed of Covenant or the Notes (as the case may be), or substitution of the Issuer as principal debtor under the Notes, the Deed of Covenant or the Agency Agreement, in each case pursuant to Condition 10 and/or Condition 14 (as the case may be), will only be permitted if the Issuer has first given notice to the Relevant Resolution Authority of such substitution, variation or modification (as the case may be), and the Relevant Resolution Authority has not objected to such substitution, variation or modification (as the case may be).

Any refusal by the Relevant Resolution Authority to grant its permission to any such redemption, purchase, substitution, variation or modification (as the case may be) pursuant to this Condition 4(k) will not constitute an Event of Default (as defined below) under the Notes.

For the avoidance of doubt, the MREL Reqiurements currently include the requirements set out in Articles 77 and 78a of the CRR.

(l) Conditions to Substitution, Variation, Redemption and Purchase of Tier 2 Notes

This Condition 4(l) only applies to Tier 2 Notes and references in this Condition 4(l) to "**Notes**" and "**Noteholders**" shall be construed accordingly.

Any redemption or purchase of Notes in accordance with Conditions 4(b), 4(c), 4(e), 4(g) or 4(h) above is subject to:

(i) the Issuer giving notice to the Relevant Regulator and the Relevant Regulator granting prior permission to redeem or purchase the relevant Notes (in each case to the extent, and in the manner, then required by the Capital Regulations); and

(ii) compliance by the Issuer with any alternative or additional pre-conditions to redemption or purchase, as applicable, set out in the Capital Regulations.

To the extent required by the Capital Regulations, any substitution or variation in accordance with Condition 4(m) or any modification (other than any modification which is made to correct a manifest error) of these Conditions, the Deed of Covenant or the Notes (as the case may be), or substitution of the Issuer as principal debtor under the Notes, the Deed of Covenant or the Agency Agreement (as the case may be), in each case pursuant to Condition 10 and/or Condition 14 (as the case may be), will only be permitted if the Issuer has first given notice to the Relevant Regulator of such substitution, variation or modification (as the case may be), and the Relevant Regulator has not objected to such substitution, variation or modification (as the case may be).

Any refusal by the Relevant Regulator to grant its permission to any such redemption, purchase, substitution, variation or modification (as the case may be) pursuant to this Condition 4(l) will not constitute an Event of Default under the Notes.

For the avoidance of doubt, the Capital Regulations currently include the requirements set out in Articles 77 and 78 of the CRR.

(m) Substitution and Variation

If "Substitution and Variation" is specified as being applicable in the applicable Pricing Supplement, then with respect to:

(i) any Series of Notes, if at any time an MREL Disqualification Event has occurred and is continuing; or

(ii) any Series of Tier 2 Notes, if at any time a Capital Disqualification Event has occurred and is continuing; or

(iii) any Series of Notes, if at any time any of the events described in Condition 4(b) has occurred and is continuing or in order to ensure the effectiveness and enforceability of Condition 17,

the Issuer may, subject to (i) in the case of Senior Preferred Notes and Senior Non-Preferred Notes, compliance with Condition 4(k) and (ii) in the case of Tier 2 Notes, compliance with Condition 4(l) and (if applicable) Condition 4(k) (without any requirement for the consent or approval of the holders of the relevant Notes of that Series) and having given not less than thirty nor more than sixty days' notice to the holders of the Notes of that Series, at any time either substitute all (but not some only) of such Notes, or vary the terms of such Notes (including, without limitation, changing the governing law of Condition 17) so that the Notes remain or, as appropriate, become Qualifying Senior Preferred Notes, Qualifying Senior Non-Preferred Notes or Qualifying Tier 2 Notes, as applicable, provided that such variation or substitution does not itself give rise to any right of the Issuer to redeem the varied or substituted Notes.

Any notice provided in accordance with this Condition 4(m) shall be irrevocable and shall specify the relevant details of the manner in which such substitution or, as the case may be, variation shall take effect (including the date for such substitution or, as the case may be, variation) and where the Noteholders can inspect or obtain copies of the new terms and conditions of the Notes. Such substitution or, as the case may be, variation will be effected without any cost or charge to the Noteholders.

In connection with any substitution or variation in accordance with this Condition 4(m), the Issuer shall comply with the rules of any stock exchange on which such Notes are for the time being listed or admitted to trading.

In these Conditions:

"**Qualifying Senior Non-Preferred Notes**" means securities issued by the Issuer that:

(i) other than in respect of the effectiveness and enforceability of Condition 17 (including, without limitation, changing its governing law), have terms not materially less favourable to holders of the relevant Series of Senior Non-Preferred Notes as a class (as reasonably determined by the Issuer) than the terms of the Senior Non-Preferred Notes and they shall also: (A) contain terms which will result in such securities being MREL-Eligible Liabilities; (B) have a ranking at least equal to that of the Senior Non-Preferred Notes; (C) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the Senior Non-Preferred Notes; (D) have the same redemption rights and obligations as the Senior Non-Preferred Notes prior to the relevant substitution or variation pursuant to this Condition 4(m); (E) preserve any existing rights under the Senior Non-Preferred Notes to accrued and unpaid interest; (F) do not contain terms which provide for interest cancellation or deferral; and (G) do not contain terms providing for loss absorption through principal write-down or conversion to ordinary shares (but without prejudice to any acknowledgement of statutory resolution powers substantially similar to Condition 17); and

(ii) are listed or admitted to trading on a stock exchange commonly used in debt capital markets transactions in the international capital markets if the Senior Non-Preferred Notes were listed on such a stock exchange immediately prior to such variation or substitution;

"**Qualifying Senior Preferred Notes**" means securities issued by the Issuer that:

(i) other than in respect of the effectiveness and enforceability of Condition 17 (including, without limitation, changing its governing law), have terms not materially less favourable to holders of the relevant Series of Senior Preferred Notes as a class (as reasonably determined by the Issuer) than the terms of the Senior Preferred Notes and they shall also (A) contain terms which will result in such securities being MREL-Eligible Liabilities; (B) have a ranking at least equal to that of the Senior Preferred Notes; (C) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the Senior Preferred Notes; (D) have the same redemption rights and obligations as the Senior Preferred Notes prior to the relevant substitution or variation pursuant to this Condition 4(m); (E) preserve any existing rights under the Senior Preferred Notes to accrued and unpaid interest; (F) do not contain terms which provide for interest cancellation or deferral; and (G) do not contain terms providing for loss absorption through principal write-down or conversion to ordinary shares (but without prejudice to any acknowledgement of statutory resolution powers substantially similar to Condition 17); and

(ii) are listed or admitted to trading on a stock exchange commonly used in debt capital markets transactions in the international capital markets if the Senior Preferred Notes were listed on such a stock exchange immediately prior to such variation or substitution; and

"**Qualifying Tier 2 Notes**" means securities issued by the Issuer that:

(i) other than in respect of the effectiveness and enforceability of Condition 17 (including, without limitation, changing its governing law), have terms not materially less favourable to holders of the relevant Series of Tier 2 Notes as a class (as reasonably determined by the Issuer) than the terms of the Tier 2 Notes, and they shall also (A) (1) if, immediately prior to such variation or substitution, the Tier 2 Notes qualify as Tier 2 Capital of the Issuer and/or the Group (as applicable), comply with the then-current requirements of the Capital Regulations in relation to Tier 2 Capital and/or (2) if, immediately prior to such substitution or variation, the Tier 2 Notes are MREL-Eligible Liabilities, contain terms which will result in such securities being MREL-Eligible Liabilities, (B) have a ranking at least equal to that of the Tier 2 Notes; (C) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the Tier 2 Notes; (D) have the same redemption rights and obligations as the Tier 2 Notes prior to the relevant substitution or variation pursuant to this Condition 4(m); (E) preserve any existing rights under the Tier 2 Notes to accrued and unpaid interest; (F) do not contain terms which provide for interest cancellation or deferral other than as provided in Condition 2(c); and (G) do not contain terms providing for loss absorption through principal write-down or conversion to ordinary shares (but without prejudice to any acknowledgement of statutory resolution powers substantially similar to Condition 17); and

(ii) are listed or admitted to trading on a stock exchange commonly used in debt capital markets transactions in the international capital markets if the Tier 2 Notes were listed on such a stock exchange immediately prior to such variation or substitution.

5. PAYMENTS

(a) Method of Payment

Subject as provided below:

(i) payments in a Specified Currency other than euro will be made by credit or transfer to an account in the relevant Specified Currency maintained by the payee with a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Melbourne or Auckland, respectively); and

(ii) payments will be made in euro by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee.

(b) Payments subject to fiscal and other laws

Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in any jurisdiction, but without prejudice to the provisions of Condition 8, and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law implementing an intergovernmental approach thereto.

(c) Presentation of Notes and Coupons

Payments of principal in respect of definitive Notes will (subject as provided below) be made in the manner provided in Condition 5(a) above only against presentation and surrender (or, in the case of part payment only, endorsement) of definitive Notes and payments of interest in respect of definitive Notes will (subject as provided below) be made as aforesaid against presentation and surrender (or, in the case of part payment only, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (as referred to below).

Fixed Rate Notes in definitive form (other than Long Maturity Notes (as defined below)) should be presented for payment together with all unmatured Coupons appertaining thereto (which expression shall for this purpose include Coupons falling to be issued on exchange of matured Talons) failing which the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of such missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment. Each amount of principal so deducted will be paid in the manner mentioned above against presentation and surrender (or, in the case of part payment only, endorsement) of the relative missing Coupon at any time before the expiry of ten years after the Relevant Date (as defined in Condition 8) in respect of such principal (whether or not such Coupon would otherwise have become void under Condition 12) or, if later, five years from the date on which such Coupon would otherwise have become due but in no event thereafter. Upon any Fixed Rate Note in definitive form becoming due and repayable prior to its Maturity Date, all unmatured Talons (if any) appertaining thereto will become void and no further Coupons will be issued in respect thereof.

Upon the date on which any Floating Rate Note, Reset Note or Long Maturity Note in definitive form becomes due and repayable, unmatured Coupons and Talons (if any) relating thereto (whether or not attached) shall become void and no payment or, as the case may be, exchange for further Coupons shall be made in respect thereof. A "**Long Maturity Note**" is a Fixed Rate Note (other than a Fixed Rate Note which on issue had a Talon attached) whose nominal amount on issue is less than the aggregate interest payable thereon provided that such Note shall cease to be a Long Maturity Note on the Interest Payment Date on which the aggregate amount of interest remaining to be paid after that date is less than the nominal amount of such Note.

If the due date for redemption of any definitive Note is not an Interest Payment Date, unpaid interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date shall be payable only against surrender of the relevant definitive Note.

Payments of principal and interest (if any) in respect of Notes represented by any global Note will (subject as provided below) be made in the manner specified above in relation to definitive Notes and otherwise in the manner specified in the relevant global Note against presentation or surrender (or, in the case of part payment only, endorsement), as the case may be, of such global Note at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America and its possessions). A record of each payment made against presentation or surrender of such global Note, distinguishing between any payment of principal and any payment of interest, will be made on such global Note by the Paying Agent to which it was presented and such record shall be *prima facie* evidence that the payment in question has been made.

The holder of the relevant global Note shall be the only person entitled to receive payments in respect of Notes represented by such global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such global Note in respect of each amount so paid. Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for his share of each payment so made by the Issuer to, or to the order of, the holder of the relevant global Note. No person other than the holder of the relevant global Note shall have any claim against the Issuer in respect of any payments due in respect of the Notes represented by such global Note.

Payments of principal and/or interest in respect of the Notes will be made at the specified office of a Paying Agent in the United States if:

(i) the Issuer has appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment at such specified offices outside the United States of the full amount of principal and interest on the Notes in the manner provided above when due;

(ii) payment of the full amount of such principal and interest at such specified offices outside the United States is illegal or effectively precluded by exchange controls or other similar restrictions on the full payment or receipt of principal and interest; and

(iii) such payment is then permitted under United States law without involving, in the opinion of the Issuer, adverse tax consequences to the Issuer.

(d) Payment Day

If the date for payment of any amount in respect of any Note or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, unless otherwise specified in the applicable Pricing Supplement, "**Payment Day**" means any day which (subject to Condition 12) is:

(i) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in:

(A) in the case of Notes in definitive form only, the relevant place of presentation;

(B) any Additional Financial Centre specified in the applicable Pricing Supplement; and

(ii) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which if the Specified Currency is Australian dollars or New Zealand dollars shall be Melbourne or Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which T2 is open.

(e) Interpretation of Principal and Interest

Any reference in these Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

(i) any additional amounts which may be payable with respect to principal under Condition 8;

(ii) the Final Redemption Amount of the Notes;

(iii) the Early Redemption Amount of the Notes;

(iv) the Optional Redemption Amount(s) (if any) of the Notes;

(v) the Clean-up Call Option Amount (if any) of the Notes;

(vi) in relation to Zero Coupon Notes, the Amortised Face Amount (as defined in Condition 4(f)); and

(vii) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in these Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 8.

6. AGENT AND PAYING AGENTS

The names of the initial Agent and the other initial Paying Agents and their initial specified offices are set out below. If any additional Paying Agents are appointed in relation to any Series, the names of such Paying Agents will be specified in the applicable Pricing Supplement.

The Issuer is entitled to vary or terminate the appointment of any Paying Agent and/or appoint additional or other Paying Agents and/or approve any change in the specified office through which any Paying Agent acts, **provided that**:

(i) so long as the Notes are listed on any stock exchange or admitted to listing by any other relevant authority, there will at all times be a Paying Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange (or other relevant authority);

(ii) there will at all times be a Paying Agent with a specified office in a city in continental Europe other than a city in the Hellenic Republic; and

(iii) there will at all times be an Agent.

In addition, the Issuer shall forthwith appoint a Paying Agent having a specified office in New York City in the circumstances described in the final paragraph of Condition 5(c). Notice of any variation, termination, appointment or change in Paying Agents will be given to the Noteholders Agent and the Noteholders promptly by the Issuer in accordance with Condition 13.

7. EXCHANGE OF TALONS

On and after the Interest Payment Date on which the final Coupon comprised in any Coupon sheet matures, the Talon (if any) forming part of such Coupon sheet may be surrendered at the specified office of the Agent or any other Paying Agent in exchange for a further Coupon sheet including (if such further Coupon sheet does not include Coupons to (and including) the final date for the payment of interest due in respect of the Notes to which it appertains) a further Talon, subject to the provisions of Condition 12. Each Talon shall, for the purposes of these Conditions, be deemed to mature on the Interest Payment Date on which the final Coupon comprised in the relative Coupon sheet matures.

8. TAXATION

All payments in respect of the Notes and Coupons payable by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed, collected, withheld, assessed or levied by or on behalf of the Hellenic Republic or any political subdivision thereof or any authority or agency therein or thereof having power to tax (the "**Taxing Jurisdiction**"), unless such withholding or deduction of such Taxes is required by law. In such event, the Issuer shall pay such additional amounts in respect of interest (but not, for the avoidance of doubt, principal or premium) as may be necessary in order that the net amounts of interest received by the holders of the Notes or Coupons after such withholding or deduction shall equal the respective amount of interest which would otherwise have been receivable in respect of the Notes or Coupons, as the case may be, in the absence of such withholding or deduction; except that no such additional amounts shall be payable in respect of any Note or Coupon:

(i) presented for payment in the Hellenic Republic; or

(ii) presented for payment by or on behalf of a Noteholder or Couponholder who is liable to such Taxes in respect of such Note or Coupon by reason of his having some connection with the Taxing Jurisdiction other than the mere holding of such Note or Coupon; or

(iii) presented for payment more than 30 days after the Relevant Date (as defined below), except to the extent that the relevant Noteholder or Couponholder would have been entitled to such additional amounts on presenting the same for payment on the expiry of such period of 30 days; or

(iv) presented for payment by or on behalf of a Noteholder who would not be liable or subject to such withholding or deduction if it were to comply with a statutory requirement or to make a declaration of non-residence or other similar claim for exemption and fails to do so.

For the purposes of these Conditions, the "**Relevant Date**" means, in respect of any payment, the date on which such payment first becomes due and payable, but if the full amount of the moneys payable has not been received by the Agent on or prior to such due date, it means the first date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Noteholders in accordance with Condition 13.

If the Issuer becomes subject at any time to any taxing jurisdiction other than or in addition to the Hellenic Republic, references in these Conditions to the Hellenic Republic shall be construed as references to the Hellenic Republic and/or such other jurisdiction.

9. EVENTS OF DEFAULT

The events specified below are both "**Events of Default**":

(i) If default is made in the payment of any amount due in respect of the Notes on the due date and such default continues for a period of 14 days, any Noteholder may, to the extent allowed under applicable law, institute proceedings for the Winding-Up of the Issuer.

(ii) If, otherwise than for the purposes of a reconstruction or amalgamation on terms previously approved by Extraordinary Resolution of the Noteholders, an order is made or an effective resolution is passed for the Winding-Up of the Issuer, any Noteholder may, by written notice to the Issuer (with a copy to the Agent), declare such Note to be due and payable whereupon the same shall become immediately due and payable at its Early Redemption Amount as may be specified in or determined in accordance with the applicable Pricing Supplement, together (if applicable) with unpaid interest accrued to (but excluding) the date of redemption unless such Event of Default shall have been remedied prior to receipt of such notice by the Issuer.

For the avoidance of doubt, a 'resolution' or 'moratorium' under the BRRD in respect of the relevant Issuer shall not constitute an Event of Default.

10. MEETINGS OF NOTEHOLDERS, MODIFICATION AND WAIVER

The Agency Agreement contains provisions (which shall have effect as if incorporated herein) for convening meetings (including by way of conference call, including by use of a videoconference platform) of the Noteholders to consider any matter affecting their interests, including (without limitation) the modification by Extraordinary Resolution (as defined in the Agency Agreement) of these Conditions. An Extraordinary Resolution passed at any meeting of the Noteholders will be binding on all Noteholders whether or not they are present at the meeting, and on all holders of Coupons relating to the Notes.

The Issuer and the Agent may agree, without the consent of the Noteholders or Couponholders, to:

(i) any modification (except such modifications in respect of which an increased quorum is required, as described in the Agency Agreement) of the Notes, the Coupons or the Agency Agreement which is not, in the opinion of the Issuer, materially prejudicial to the interests of the Noteholders; or

(ii) any modification of the Notes, the Coupons or the Agency Agreement which is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of law.

Any such modification shall be binding on the Noteholders and the Couponholders and any such modification shall be notified to the Noteholders by the Issuer in accordance with Condition 13 as soon as practicable thereafter.

The agreement or approval of the Noteholders shall not be required in the case of any variation of these Conditions required to be made in the circumstances described in Conditions 3(d), 4(m) and 14 in connection with the variation of the terms of the Notes or the substitution of the Issuer in accordance with such Conditions.

In the case of Senior Preferred Notes and Senior Non-Preferred Notes, any modification (other than a modification which is made to correct a manifest error) of such Notes, these Conditions or the Deed of Covenant will be subject to Condition 4(k).

In the case of Tier 2 Notes, any modification (other than a modification which is made to correct a manifest error) of such Notes, these Conditions or the Deed of Covenant will be subject to Condition 4(l) and (if applicable) Condition 4(k).

Notwithstanding the above and the provisions of the Agency Agreement, the Noteholders Agency Agreement and all mandatory provisions of the Greek Bond Laws shall apply to the convening and conduct of meetings of Noteholders and the Noteholders Agent shall observe and comply with the same.

11. REPLACEMENT OF NOTES, COUPONS AND TALONS

Should any Note, Coupon or Talon be lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Agent in London (or such other place as may be notified to the Noteholders), in accordance with all applicable laws and regulations, upon payment by the claimant of the costs and expenses incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may require. Mutilated or defaced Notes, Coupons or Talons must be surrendered before replacements will be issued.

12. PRESCRIPTION

The Notes and Coupons will become void unless presented for payment within a period of ten years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 8) therefor.

There shall not be included in any Coupon sheet issued on exchange of a Talon any Coupon the claim for payment in respect of which would be void pursuant to this Condition 12 or Condition 5(c) or any Talon which would be void pursuant to Condition 5(c).

13. NOTICES

All notices to Noteholders regarding the Notes shall be valid if published in the *Financial Times* or another leading English language daily newspaper with circulation in London.

Until such time as any definitive Notes are issued, there may, so long as the global Note(s) representing the Notes is or are held in its or their entirety on behalf of Euroclear and/or Clearstream, Luxembourg, be substituted for such publication as aforesaid the delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg, as appropriate, for communication by them to the Noteholders. Any such notice shall be deemed to have been given to the Noteholders on the day after the day on which the said notice was given to Euroclear and/or Clearstream, Luxembourg, as appropriate.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Note in definitive form) with the relative Note or Notes, with the Agent. Whilst any of the Notes are represented by a global Note, such notice may be given by any Noteholder to the Agent via Euroclear and/or Clearstream, Luxembourg, as the case may be, in such manner as the Agent and Euroclear and/or Clearstream, Luxembourg, as the case may be, may approve for this purpose.

The Issuer shall also ensure that notices are duly published in a manner which complies with the rules of any stock exchange or other relevant authority on which the Notes are for the time being listed or by which they have been admitted to trading including publication on the website of the relevant stock exchange or relevant authority if required by those rules. In the case of Notes which have been admitted to trading on the Luxembourg Stock Exchange, the Issuer shall ensure that notices are published on the website of the Luxembourg Stock Exchange, www.luxse.com.

Any such notices will, if published more than once, be deemed to have been given on the date of the first publication, as provided above.

The holders of Coupons and Talons will be deemed for all purposes to have notice of the contents of any notice given to Noteholders in accordance with this Condition.

Any notice concerning the Notes shall be given to the Noteholders Agent. Any such notice shall be deemed, for the purpose of the Noteholders Agency Agreement (as defined below), to have been given to the Noteholders on the seventh day after the day on which the said notice was given to the Noteholders Agent.

14. SUBSTITUTION OF THE ISSUER

(i) The Issuer may, without the consent of any Noteholder or Couponholder, substitute for itself any other body corporate incorporated in any country in the world which is a Permitted Entity as the debtor in respect of the Notes, any Coupons, the Deed of Covenant, the Noteholders Agency Agreement and the Agency Agreement (the "**Substituted Debtor**") upon notice by the Issuer and the Substituted Debtor to be given in accordance with Condition 13, **provided that**:

(A) the Issuer is not in default in respect of any amount payable under the Notes;

(B) the Issuer and the Substituted Debtor have entered into such documents (the "**Documents**") as are necessary to give effect to the substitution and in which the

Substituted Debtor has undertaken in favour of each Noteholder to be bound by the Conditions and the provisions of the Agency Agreement as the debtor in respect of the Notes in place of the Issuer (or of any previous substitute under this Condition 14);

(C) the Substituted Debtor shall enter into a deed of covenant in favour of the holders of the Notes then represented by a global Note on terms no less favourable than the Deed of Covenant then in force in respect of the Notes;

(D) if the Substituted Debtor is resident for tax purposes in a territory (the "**New Residence**") other than that in which the Issuer prior to such substitution was resident for tax purposes (the "**Former Residence**"), the Documents contain an undertaking and/or such other provisions as may be necessary to ensure that, following substitution, each Noteholder would have the benefit of an undertaking in terms corresponding to the provisions of Condition 8, with (a) the substitution of references to the Issuer with references to the Substituted Debtor (to the extent that this is not achieved by Condition 14(i)(B)) and (b) the substitution of references to the Former Residence with references to both the New Residence and the Former Residence;

(E) the Substituted Debtor and the Issuer have obtained all necessary governmental approvals and consents for such substitution and for the performance by the Substituted Debtor of its obligations under the Documents;

(F) legal opinions shall have been delivered to the Issuer (which legal opinions shall be made available by the Issuer to the Noteholders for inspection upon request and on a non-reliance basis) from lawyers of recognised standing in the jurisdiction of incorporation of the Substituted Debtor, in England and in Greece as to the fulfilment of the requirements of this Condition 14 and that the Notes and any related Coupons and/or Talons are legal, valid and binding obligations of the Substituted Debtor;

(G) each stock exchange (including organised or regulated markets and multilateral trading facilities) on which the Notes are listed shall have confirmed that, following the proposed substitution of the Substituted Debtor, the Notes will continue to be listed on such stock exchange;

(H) if applicable, the Substituted Debtor has appointed a process agent as its agent in England to receive service of process on its behalf in relation to any legal proceedings arising out of or in connection with the Notes and any related Coupons; and

(I) such substitution shall not result in any event or circumstance which at or around that time gives the Issuer a redemption right in respect of the Notes.

(ii) In the case of Senior Preferred Notes, Senior Non-Preferred Notes and Tier 2 Notes, any substitution pursuant to Condition 14(i) will be subject to Condition 4(k) (in the case of Senior Preferred Notes and Senior Non-Preferred Notes) or Condition 4(l) and (if applicable) Condition 4(k) (in the case of Tier 2 Notes).

(iii) Upon such substitution the Substituted Debtor shall succeed to, and be substituted for, and may exercise every right and power of, the Issuer under the Notes, any Coupons, the Deed of Covenant and the Agency Agreement with the same effect as if the Substituted Debtor had been named as the Issuer herein, and the Issuer shall be released from its obligations under the Notes, any Coupons and/or Talons, the Deed of Covenant and under the Agency Agreement.

(iv) After a substitution pursuant to Condition 14(i) the Substituted Debtor may, without the consent of any Noteholder or Couponholder, effect a further substitution. All the provisions specified in Conditions 14(i), 14(ii) and 14(iii) shall apply *mutatis mutandis*, and references in these Conditions to the Issuer shall, where the context so requires, be deemed to be or include references to any such further Substituted Debtor.

(v) After a substitution pursuant to Condition 14(i) or 14(iv) any Substituted Debtor may, without the consent of any Noteholder or Couponholder, reverse the substitution, *mutatis mutandis*.

(vi) Copies of the Documents shall be delivered by the Issuer to, and kept by, the Agent. Copies of the Documents will be available for inspection or collection free of charge during normal business hours at the specified office of each of the Paying Agents upon reasonable request or may be provided by email to a Noteholder or Couponholder following their prior written request to any Paying Agent and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent).

(vii) In the event of any substitution of Senior Preferred Notes issued by Alpha Holdings such that the Substituted Debtor becomes Alpha Bank or its Successor in Business the Issuer and the Substituted Debtor may (in their sole discretion) vary the terms of the Notes so that they become Senior Non-Preferred Notes and provided further that, if the Issuer has issued one or more other Series of Notes with the same ranking as the Notes (such other Notes, "**Other Relevant Notes**"), the Issuer may only vary the terms of the Notes in accordance with this sub-paragraph if equivalent variations to the terms of the Other Relevant Notes are made at or around the same time as the relevant variation(s) to the terms of the Notes.

(viii) In the event of any substitution of Senior Non-Preferred Notes issued by Alpha Bank such that the Substituted Debtor becomes Alpha Holdings, any Successor in Business of Alpha Holdings or any other Holding Company of Alpha Bank (where permitted pursuant to this Condition 14), the Issuer and the Substituted Debtor may (in their sole discretion) vary the terms of the Notes so that they become Senior Preferred Notes.

(ix) For the purpose of this Condition 14, references to:

(A) the "**Agency Agreement**" shall, where the Substituted Debtor is incorporated in the Hellenic Republic, be deemed to include the Noteholders Agency Agreement to the extent applicable and where the context so admits;

(B) a "**Permitted Entity**", in relation to the Issuer means:

I. the Successor in Business of the Issuer;

II. in relation to Notes issued by Alpha Holdings, Alpha Bank or any Successor in Business of Alpha Bank;

III. if "Substitution to Holding Company" is specified as being applicable in the applicable Pricing Supplement, in relation to Notes issued by Alpha Bank, Alpha Holdings, any Successor in Business of Alpha Holdings or any other Holding Company of the Issuer; and

IV. if "Substitution to Holding Company" is specified as being applicable in the applicable Pricing Supplement, in relation to

Notes issued by Alpha Holdings, any Holding Company of Alpha Holdings;

(C) "**Holding Company**" means (in relation another body corporate ("**Company B**")) a body corporate which:

I. holds a majority of the voting rights in Company B; or

II. is a member of Company B and has the right to appoint or remove a majority of its board of directors; or

III. is a member of Company B and controls alone, under an agreement with other shareholders and members, a majority of the voting rights in Company B; and

(D) a "**Successor in Business**" shall mean any company (the "**successor entity**") which: (a) owns beneficially the whole or substantially the whole of the property and assets owned by the Issuer immediately prior thereto; and (b) carries on, as successor to the Issuer, the whole or substantially the whole of the business carried on by the Issuer immediately prior thereto, provided that (in either case) in assessing the "whole or substantially the whole" of the property, assets and business of the Issuer no account shall be taken of any shares in the successor entity held by the Issuer.

15. NOTEHOLDERS AGENT

Prior to the completion of an issue of Notes, if (and for so long as the Issuers consider that it is) so required by the Greek Bond Laws (to the extent applicable), the Issuers shall appoint a Noteholders Agent by way of a written contract (the "**Noteholders Agency Agreement**") and in accordance with provisions of the Greek Bond Laws.

The Noteholders Agent shall be an entity of the kind prescribed in the Greek Bond Laws. The applicable Pricing Supplement will specify the name of the entity (if any) acting as the Noteholders Agent.

Subject as provided in Condition 10, the Noteholders Agent shall have such rights against the Issuer and such duties and obligations as are prescribed for an entity acting in such capacity under the Greek Bond Laws but such rights, duties and obligations shall be without prejudice to the rights of Noteholders against the relevant Issuer set out in these Conditions.

The meetings of the Noteholders shall be entitled to vary or terminate the appointment of the Noteholders Agent in accordance with the provisions of the Greek Bond Laws and the Conditions of the Notes in respect of the relevant Issuer.

16. FURTHER ISSUES

The Issuer shall be at liberty from time to time without the consent of the Noteholders to create and issue further notes ranking *pari passu* in all respects (or in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue) with the outstanding Notes and so that the same shall be consolidated and form a single series with the outstanding Notes.

17. ACKNOWLEDGEMENT OF STATUTORY LOSS ABSORPTION POWERS

Notwithstanding any other term of the Notes or any other agreement, arrangement or understanding between the Issuer and the Noteholders, by its subscription and/or purchase and holding of the Notes, each Noteholder (which for the purposes of this Condition 17 includes each holder of a beneficial interest in the Notes) acknowledges, accepts, consents and agrees:

(i) to be bound by the effect of the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority, which may include and result in any of the following, or some combination thereof:

(A) the reduction of all, or a portion, of the Amounts Due on a permanent basis;

(B) the conversion of all, or a portion, of the Amounts Due into shares, other securities or other obligations of the Issuer or another person (and the issue to or conferral on the holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Notes, in which case the Noteholder agrees to accept in lieu of its rights under the Notes any such shares, other securities or other obligations of the Issuer or another person;

(C) the cancellation of the Notes or Amounts Due; or

(D) the amendment or alteration of the maturity of the Notes or amendment of the Interest Amount payable on the Notes, or the date on which the interest becomes payable, including by suspending payment for a temporary period; and

(ii) that the terms of the Notes are subject to, and may be varied, if necessary, to give effect to, the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority.

Upon the Issuer and/or any member of the Group being informed and notified by the Relevant Resolution Authority of the actual exercise of any Statutory Loss Absorption Power with respect to the Notes, the Issuer shall notify the Noteholders without delay in accordance with Condition 13. Any delay or failure by the Issuer to give notice shall not affect the validity and enforceability of the Statutory Loss Absorption Power nor the effects on the Notes described in this Condition 17.

The exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority with respect to the Notes shall not constitute an Event of Default, and these Conditions shall continue to apply in relation to the residual principal amount of, or outstanding amount payable with respect to, the Notes subject to any modification of the amount of interest payable to reflect the reduction of the principal amount, and any further modification of the terms that the Relevant Resolution Authority may decide in accordance with applicable laws and regulations relating to the resolution of credit institutions, investment firms and/or members of the Group incorporated in the relevant Member State or, if appropriate, third country (not or no longer being a Member State).

Each Noteholder also acknowledges and agrees that this provision is exhaustive on the matters described herein to the exclusion of any other agreements, arrangements or understandings relating to the application of any Statutory Loss Absorption Power to the Notes.

In these Conditions:

"**Amounts Due**" means the principal amount, together with any accrued but unpaid interest, and any additional amounts referred to in Condition 8, if any, due on the Notes. References to such amounts will include amounts that have become due and payable, but which have not been paid, prior to the exercise of any Statutory Loss Absorption Power by the Relevant Resolution Authority.

"**Statutory Loss Absorption Powers**" means any statutory write-down and/or conversion power existing from time to time under any laws, regulations, rules or requirements, whether relating to the resolution or independent of any resolution action of credit institutions, investment firms and/or members of the Group incorporated in the relevant Member State or, if appropriate, a third country (not or no longer being a Member State) in effect and applicable in the relevant Member State or, if appropriate, third country (not or no longer being a Member State) to the Issuer or other members of the Group, including (but not limited to) the bail-in powers provided for by articles 43 and 44 of Greek Law 4335/2015 which has transposed the BRRD, the write-down powers provided for by articles 59 and 60 of Greek Law 4335/2015 and any other such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of any European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms and/or within the context of a relevant Member State resolution regime or otherwise, pursuant to which liabilities of a credit institution, investment firm and/or members of the Group can be reduced, cancelled and/or converted into shares or other obligations of the obligor or any other person.

18. GOVERNING LAW AND JURISDICTION

(i) The Agency Agreement, the Deed of Covenant, the Notes and the Coupons and all non-contractual obligations arising out of or in connection with each of them are governed by English law except that Conditions 2, 15 and 17 are governed by and shall be construed in accordance with Greek law.

(ii) The Issuer irrevocably agrees, for the exclusive benefit of the Noteholders, that the courts of England shall have jurisdiction to hear and determine any suit, action or proceedings, and to settle any disputes, which may arise out of or in connection with the Agency Agreement, the Deed of Covenant and the Notes (including any suit, action, proceedings or dispute relating to any non-contractual obligation arising out of or in connection with the Agency Agreement, the Deed of Covenant and the Notes) (together "**Proceedings**") and, for such purpose, irrevocably submits to the jurisdiction of such courts.

(iii) The Issuer irrevocably and unconditionally waives and agrees not to raise any objection which it may have now or subsequently to the laying of the venue of any Proceedings in the courts of England and any claim that any Proceedings have been brought in an inconvenient forum and further irrevocably and unconditionally agrees that a judgment in any Proceedings brought in the courts of England shall be conclusive and binding upon it and may be enforced in the courts of any other jurisdiction. To the extent permitted by law, nothing in this Condition 18 shall limit any right to take Proceedings against the Issuer in any other court of competent jurisdiction, nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction, whether concurrently or not.

(iv) The Issuer irrevocably and unconditionally agrees that service in respect of any Proceedings may be effected upon Alpha Bank London Limited, whose registered address is at Capital House, 85 King William Street, London EC4N 7BL and undertakes that in the event of Alpha Bank London Limited ceasing so to act it will forthwith appoint a further person as its agent for that purpose and notify the name and address of such person to the Agent and agrees that, failing such appointment within fifteen days, any Noteholder shall be entitled to appoint such a person by written notice addressed to the Issuer and delivered to the Issuer (with a copy to the Agent). Nothing contained herein shall affect the right of any Noteholder to serve process in any other manner permitted by law.

19. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Note, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

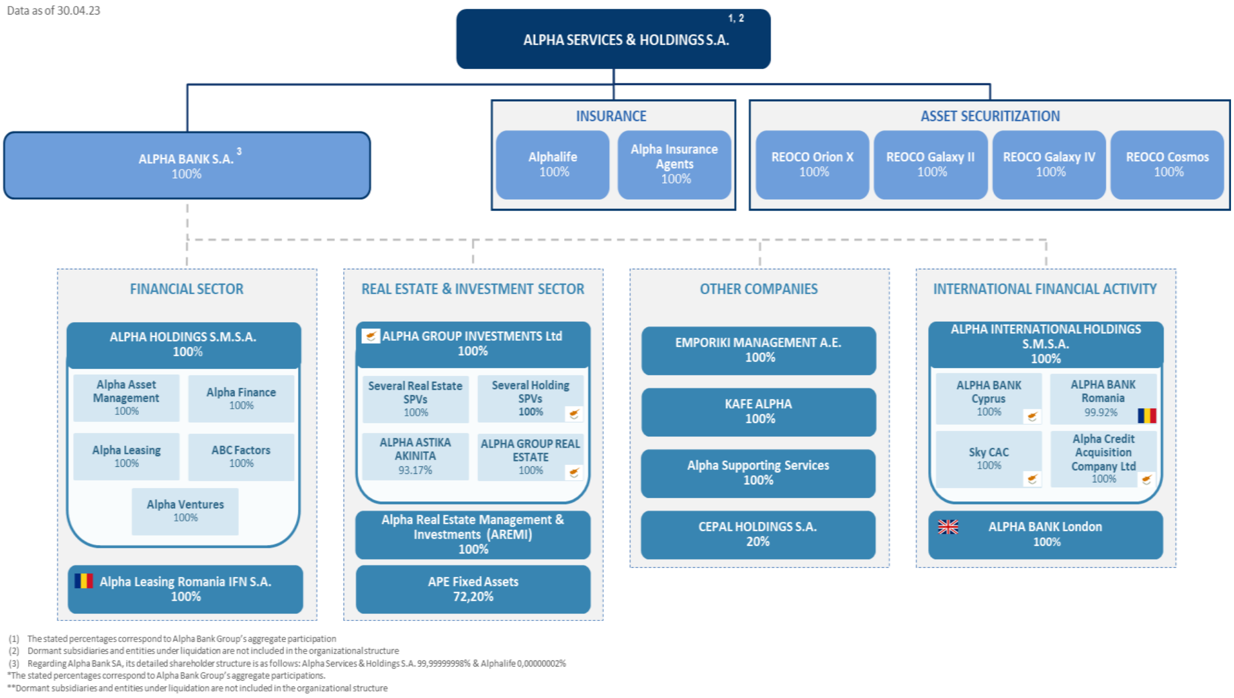
USE OF PROCEEDS

The net proceeds from each issue of Notes will be used by the relevant Issuer for the general corporate and financing purposes of the Group and to further strengthen its MREL base (in the case of Senior Preferred Notes and Senior Non-Preferred Notes) or its capital base and capital adequacy ratios (in the case of Tier 2 Notes).

THE GROUP

The Group is one of the leading banking and financial services groups in Greece, offering a wide range of services including retail banking, corporate banking, asset management and private banking, insurance distribution, investment banking and brokerage, treasury and real estate management. The Group is active in Greece, its principal market, and in markets in South Eastern Europe (Cyprus and Romania). The Group also maintains a presence in the United Kingdom (through its wholly-owned subsidiary Alpha Bank London Limited, although its United Kingdom branch office was moved to Luxembourg in line with the ECB/SSM Guidelines on the United Kingdom's withdrawal from the EU), Bulgaria, Jersey and Luxembourg. Following the Hive Down (as described below), the Bank is the operating company of the Group and its principal bank. The Bank is a 100 per cent. directly owned subsidiary of Alpha Holdings.

A structure chart explaining the organisational structure of the Group is set out below:



The Group has a strong market share in each of its domestic lines of business (retail banking, wholesale banking, asset management and treasury). Its client base comprises retail clients, small and medium-sized enterprises, self-employed professionals, large corporations, high net worth individuals, private and institutional investors and the Greek government.

The Group, through a national and international branch and ATM network, in combination with advanced digital channels, offers banking and financial services to its individual and corporate customers. These features extend the Group's presence in the domestic Greek market, as well as in the international markets in which it operates.

Management considers other competitive strengths of the Group as being its large customer base, its highly motivated and trained personnel, its advanced IT systems and its reorganised and modernised branch network, which has extended its ability in product innovation and in offering a wide range of services and opportunities for cross-selling products of the Group through its traditional and alternative distribution channels.

As of 31 December 2022, the Group's total assets increased by €4.7 billion or 6.4 per cent. compared to 31 December 2021, amounting to €78.0 billion. The balance sheet growth was funded mainly through increased customer deposits and bond issuances.

The Group's balance of due to customers as of 31 December 2022 amounted to €50.2 billion, an increase of €3.3 billion or 7.0 per cent. compared to 31 December 2021.

The Group's balance of debt securities in issue and other borrowed funds as of 31 December 2022 increased by €330.0 million or 12.7 per cent. in comparison with 31 December 2021, mainly due to the issue of two new senior preferred bonds with a total nominal value of €850 million and a repayment of senior debt of €369 million.

The Group's balance of loans and advances to customers as of 31 December 2022 increased by €1.9 billion and amounted to €38.7 billion, compared to €36.9 billion as of 31 December 2021, mainly due to new net disbursements of €2.4 billion, less loan portfolios transferred to assets held for sale (Projects Solar, Hermes and Leasing) and loan portfolios sold to third parties (Projects Light and Shipping) for approximately €0.5 billion. Additionally the loan-to-deposit ratio reached 77.1 per cent. as of 31 December 2022 (compared to 78 per cent. as of 31 December 2021).

The Group's total equity amounted to €6.3 billion as of 31 December 2022, an increase of €223 million compared to 31 December 2021, mainly due to the profits recognised for the year of €398 million less losses from the valuation of bonds recognised directly in equity of €152 million. The total capital adequacy ratio of the Group remained stable at 16.2 per cent.

Regarding the results of the 2022 financial year, the Group's net profits after income tax amounted to €398 million (compared to net losses of €2.9 billion for the year ended 31 December 2021), mainly driven by organic growth of €429 million, gains of €298 million from the sale of the Bank's merchant acquiring business unit to Nexi S.A., the sale of specific NPLs included in the Bank's business plan leading to the recognition of impairment losses amounting to €286 million and by impairment losses of €58 million for real estate assets included in the perimeters of the Skyline and Startek transactions, following their valuation based on bids from third parties. Moreover, an additional €36 million loss was recognised for the Project Sky transaction, as it approached its closing stage before finalisation.

Below are the main drivers for the results of the financial year ended 31 December 2022:

- Net interest income stood at €1.3 billion, representing a decrease of €52.9 million or 3.8 per cent. compared to 2021. The decrease is mainly due to (i) the lower stock of loan balances, following the derecognition of loans in relation to Projects Galaxy, Cosmos, Shipping and Orbit in 2021 and 2022 and (ii) the increase in the cost of borrowing from the issue of new bonds and the increase in market interest rates since September 2022. The above are partially offset by the increase in revenues associated with new lending, the purchases of securities (or bonds or fixed income securities) and the repricing of the banking book, following the increases in market rates in the second half of 2022. Furthermore, in 2021, additional interest income was recognised for the TLTRO III programme, in relation to the period from 24 June 2020 to 31 December 2020.

- Net fee and commission income remained stable at €396 million, showing a slight increase of 0.1 per cent. compared to 2021.

- Gains less losses on financial transactions for 2022 amounted to a profit of €471 million and include profits of €298 million, following the sale to Nexi S.A. of 90 per cent. of the Group company Alpha Payment Services S.M.S.A. that received the Bank's merchant acquiring business unit, as well as gains of €142 million from the trading profit of derivatives. The corresponding figure for 2021 was €218 million and included gains from the sale of Cepal Holdings S.A. ("**Cepal**") for €111 million.

- Other income stood at €96 million, representing a €69 million increase compared to 2021, which was mainly driven by the increased income from insurance activities of €56 million, following the reversal of insurance provisions as a result of market interest rates going from negative to positive since September 2022.

- Operating expenses amounted to €1.1 billion (2021: €1.3 billion) and are analysed as follows: staff costs of €376 million (2021: €407 million), general and administrative expenses of €448 million (2021: €475 million), depreciation and amortisation of property, plant and equipment and intangible assets of €157 million (2021: €157 million) and other expenses of €102 million (2021: €132 million). Moreover, in 2021, an amount of €97.7 million was recognised as a provision for the Group's voluntary separation scheme in Greece. The overall reduction in operating expenses was driven mainly by the reduction in the number of staff, following the completion of the staff retirement programme in 2021, by a reduction in the cost of social security contributions due to a reduction in the relevant rates as well as by the sale of Cepal on 18 June 2021. In addition, other expenses for 2022 include impairment losses for real estate assets that are part of the perimeters of the Skyline and Startek transactions of €58 million as well as additional impairment of real estate assets included in the Sky transaction of €36 million.

- Impairment losses and provisions to cover credit risk and related expenses amounted to €559 million, representing a 61 per cent. decrease compared to 2021, and include losses of €273 million for the NPEs transactions for Projects Solar, Leasing, Sky, Light and Shipping. The underlying cost of risk stood at €209 million, taking into account the additional provisions for the uncertainty in the macroeconomic environment due to high inflation and increased interest rates. By contrast, the impairment losses and provisions to cover credit risk for 2021 stood at €1,433 million due to the initiation of the NPEs de-leveraging plan for Projects Cosmos, Sky, Solar and Leasing, the impact of which amounted to €1 billion.

Taking into account the above, profits before tax for the year ended 31 December 2022 reached €644 million (2021: €2.9 billion losses), whilst the income tax for the year amounted to €264 million, resulting in net profits from continuing operations of €380 million. Finally, in July 2022, the Group completed the sale of its subsidiary in Albania with profits from discontinued operations of €17 million.

Since the Group has committed to specific targets for the period 2023-2025 through the announcements of the 2023-2025 Strategic Plan, the Bank's management monitors the return on tangible equity (the calculation is based on normalised profit after tax and after deduction of AT1 coupon payments over average tangible equity excluding capital above management target of 13 per cent. fully loaded CET1) of the Group against the targets it has set, in order to monitor the implementation of the 2023-2025 Strategic Plan.

The normalised results do not include results that are not related to the normal course of business activities or that are not repetitive in nature and therefore affect the results of the Group. Indicatively, the main income and expense items that are excluded for purposes of the normalised profit calculation are listed below:

- transformation costs;

- results due to divestment of non-core assets and results of transactions relating to NPEs;

- results with a short-term impact or arising from unexpected or exceptional events with a significant economic impact;

- initial (one-off) impact from the adoption of new or amended IFRS; and

- tax-related one-off expenses and gains/losses.

The normalised profits for the year ended 31 December 2022 amounted to €429 million compared to €330 million for 2021.

Normalised results for the period 1 January 2022 to 31 December 2022 after income tax (amounts in millions of €)

	Amounts from the Consolidated Income Statement	Transactions excluded	Normalised results
Gains less losses on financial transactions	471	443	28
Gains/(losses) on derecognition of financial assets measured at amortised cost	(4)	(4)	
Total expenses before impairment losses and provisions to cover credit risk and related expenses*	(1,082)	(111)	(971)
Impairment losses and provisions to cover credit risk and related expenses	(559)	(301)	(258)
Net profit/(loss) from continuing operations for the period before income tax	644	26	619
Income Tax	(264)	(75)	(188)
Net profit/(loss) from discontinued operations for the period after income tax	17	17	
Net profit/(loss) for the period	398	(31)	429

Normalised results for the period after income tax for the period 1 January 2021 to 31 December 2021 after income tax

(amounts in millions of €)

	Amounts from the Consolidated Income Statement	Transactions excluded	Normalised Results
Gains less losses on financial transactions	218	218	

Gains/(losses) on derecognition of financial assets measured at amortised cost	(2,248)	(2,248)	
Total expenses before impairment losses and provisions to cover credit risk and related expenses*	(1,269)	(265)	(1,004)
Impairment losses and provisions to cover credit risk and related expenses	(1,433)	(1,038)	(395)
Net profit/(loss) from continuing operations for the period before income tax	(2,929)	(3,333)	404
Income Tax	56	131	(75)
Net profit/(loss) from discontinued operations for the period after income tax	(33)	(34)	1
Net profit/(loss) for the period	(2,906)	(3,236)	330

* The caption "Total expenses before impairment losses and provisions to cover credit risk and related expenses" includes the following line items as presented in the consolidated income statement: staff costs, general and administrative expenses, depreciation and amortisation and other expenses.

The normalised results after income tax for the year ended 31 December 2022 are presented after the exclusion of the following:

- gains less losses on financial transactions amounting to €443 million derived from profits due to the sale of the Bank's merchant acquiring business unit amounting to €298 million, from the trading profit of derivatives of €142 million and income from NPE portfolio de-leveraging of €3 million;

- gains/(losses) on derecognition of financial assets measured at amortised cost of €4 million related to loss from the finalisation of the Orbit transaction;

- total expenses before impairment losses and provisions to cover credit risk of the amount of €111 million resulting from impairments of real estate assets that are part of the perimeter of the Skyline and Startrek transactions of €58 million, additional impairment of real estate assets included in the Sky transaction of €36 million, other real estate valuation impairments of €2 million, from provision of costs for court cases amounting to €13 million, transformation costs of the amount of €9 million, non-recurring financial support to employees of €3 million, income relating to non-anticipated operational risk events of the amount of €6 million as well as income from sickness/maternity subsidy of previous years amounting to €4 million;

- impairment losses and provisions to cover credit risk of €301 million mainly due to (a) impairments of loan portfolios (Leasing, Solar, Hermes and Light transactions) that were transferred to the held for sale category amounting to €273 million and (b) impairments of loan portfolios due to an update of the macroeconomic outlook as a consequence of the invasion in Ukraine and the energy crisis amounting to €28 million;

- income tax of €75 million related to the above excluded results; and
- results from discontinued activities amounting to €17 million relating to the sale of Alpha Bank Albania SHA.

For the year ended 31 December 2021, after excluding the items below, the normalised net profit after income tax for 2021 amounted to €330 million (including a tax expense amounting to €75 million):

- the total effect in the income statement from the Galaxy Securitisation amounted to €2.1 billion. This comprises (a) losses relating to the Galaxy Securitisation of €2.2 billion, included in gains less losses on derecognition of financial assets measured at amortised cost; (b) gains from the sale of Cepal of €111 million, included in gains less losses on financial transactions; and (c) tax expenses related to the above transactions of €12.3 million, included in income tax;
- the total effect in the income statement from Project Cosmos amounted to €22.1 million, which has been recognised in gains less losses on derecognition of financial assets measured at amortised cost;
- expenses amounted to €265 million, relating to (a) provision for employee separation schemes of €97.7 million; (b) impairment of €16.2 million on intangible assets relating to customer relationships from the acquired credit card operations of Diners in 2015, as well as the acquired deposit base of Citibank in 2014; (c) impairment of €10.4 million related to computer applications whose use ceased during the year of 2021, in order to be replaced by other existing systems; (d) impairment of €15.1 million relating to computer applications which in the context of the Group's transformation programme were considered not to meet the new business requirements; (e) impairments and sales of real estate assets amounting to €65.7 million related to Project Sky; (f) impairments and sales of fixed assets amounting to €9.3 million; and (g) other expenses amounting to €50.2 million included as operating expenses that have been designated as non-recurring;
- impairment losses of €1,038 million related to the incorporation of sales scenarios in the expected credit losses calculation for specific transactions included in the Bank's NPE business plan (the Cosmos, Orbit, Sky, Leasing and Solar projects);
- the results of financial operations that amounted to profits of €107 million; and
- the results concerning the estimated loss from the Alpha Bank Albania SHA sale amounting to €34 million.

On 2 July 2021, Alpha Holdings announced that it successfully completed the offering of 800,000,000 new ordinary, voting, dematerialised shares each of a nominal value of €0.30 and offer price at €1.00 per new share to (a) institutional investors pursuant to a private placement outside of Greece and (b) retail and qualified investors in the context of a public offering in Greece. As a result, the new share capital of Alpha Holdings amounted to €703.8 million divided into 2,345,981,097 shares, of which:

- 2,134,842,798 (or 91 per cent. of the share capital) are common, nominal, dematerialised shares with voting rights, of a nominal value of €0.30 each, which are listed for trading on the Securities Market of the Athens Stock Exchange (the "**ATHEX**"); and
- 211,138,299 (or 9 per cent. of the share capital) are common, nominal, voting, dematerialised shares of a nominal value of €0.30 each, owned by the HFSF and listed for trading on the Securities Market of

the ATHEX, of which 169,174,167 are subject to the restrictions foreseen in the provision of article 7a of Law 3864/2010.

On 23 July 2021, the Extraordinary General Meeting of the Bank resolved the increase of its share capital in the amount of €1,000,000,000 with cash payment and the issuance of 1,000,000,000 new common, registered, voting shares with a nominal value of €0.10 each and offer price at €1.00 per new share. The difference between the nominal value of the new shares and their offer price amounting to €900,000,000 was credited to the special account "Share premium". Following such increase in share capital, the Bank's share capital amounted to €5,183,824,496.10 divided into 51,838,244,961 common, registered, voting shares with a nominal value of €0.10 each.

On 25 October 2021, the Extraordinary General Meeting of the Bank resolved the decrease by way of distribution in kind by the amount of €10,825,250 through cancellation of 108,252,500 common, nominal shares with voting rights, of a nominal value of €0.10 each and the distribution in kind to the sole shareholder of 2,042.5 mezzanine and 14,285.15 junior securitisation notes owned by the Bank and issued on 8 October 2021 by 'COSMOS SECURITISATION DESIGNATED ACTIVITY COMPANY', based in Ireland (1-2 Victoria Buildings Haddington Road Dublin, Dublin 4, D04 XN32, Ireland), with company registration number 700585 of a total value equal to the amount of the reduction of the Bank's share capital. Following such increase in share capital, the Bank's share capital amounted to €5,172,999,246.10 divided into 51,729,992,461 common, registered, voting shares with a nominal value of €0.10 each.

On 23 December 2021, the Extraordinary General Meeting of the Bank approved the increase of the share capital of the Bank in the amount of €160,000, with cash and the issuance of 160,000,000 new common nominal voting shares, with a nominal value of €0.10 each and a sale price of €1.00 per share. As a result the share capital of the Bank as of 31 December 2021 amounted to €5.2 billion divided into 51,889,992,461 common, nominal shares with voting rights of a nominal value of €0.10 each, all of which are owned by Alpha Holdings as the sole shareholder.

On 15 February 2022, Alpha Holdings announced that its share capital had increased by €429,050.40 due to the exercise of stock options rights by 88 beneficiaries ('material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.30 per share, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021 and 28 January 2022. Following such increase in share capital, Alpha Holdings' share capital amounted to €704,223,379.50 divided into 2,347,411,265 common, registered shares with voting rights at a nominal value of €0.30 each.

On 20 October 2022, Alpha Holdings announced that pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 22 July 2022, the reduction in kind of Alpha Holdings' share capital was approved by decreasing the nominal value of each common share by the amount of €0.01 (i.e. the nominal value of each share was reduced to €0.29), as well as, among others, the respective amendment of article 5 of the Articles of Incorporation of Alpha Holdings, and the payment of the amount of the share capital reduction in kind by distributing to the shareholders of Alpha Holdings shares issued under the corporate name Galaxy Mezz Ltd with a value corresponding to the value of the reduction of share capital. Following such share capital reduction Alpha Holdings' total share capital amounted to €680,749,266.85 divided into 2,347,411,265 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

On 26 October 2022, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €230,990.51, in accordance with par. 3 of article 113 of Greek Law 4548/2018, and pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020, 16 December 2021 and 21 July 2022, by 36 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 796,519 common, registered, dematerialised shares equal to a nominal value of €0.29 each, at an offer price of €0.29 per share, Following the above share capital increase in cash, the share capital of Alpha Holdings amounted to €680,980,257.36 divided into 2,348,207,784 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

By the resolution of 10 November 2022 of the Self-Convened Extraordinary General Meeting of the Shareholders of the Bank, the share capital of the Bank increased by the amount of €9 million through payment in cash in its entirety and the issuance of 90,000,000 new common, nominal shares with voting rights at a nominal value of €0.10 each and an offer price of €1.00 each and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2837321 ΑΠ / 28-11-2022 of the Ministry of Development and Investments. The total difference between the nominal value and the offer price of the new shares, i.e. the amount of €81 million, was credited to the special account under the title "issuance of shares above par value". Such share capital increase was fully subscribed and paid for solely by the shareholders of the Bank, Alpha Holdings and Alpha Life Insurance Company, whilst the Board of Directors at its meeting of 15 December 2022 verified the certification of payment of the subscription funds. Following such share capital increase in cash, the share capital of the Bank amounted to €5,197,999,246.10 divided into 51,979,992,461 common, registered, dematerialised shares with voting rights at a nominal value of €0.10 each.

On 23 December 2022, the Bank announced that, pursuant to the resolution of the Self-Convened Extraordinary General Meeting of the Shareholders of the Bank that took place on 7 December 2022, the share capital of the Bank had been reduced by the amount of €519,799,924.61 by reducing the nominal value of its shares from €0.10 to €0.09 and creating a special reserve of the same amount in accordance with par.2 of Article 31 of Greek Law 4548/2018. Following such share capital reduction, the share capital of the Bank amounted to €4,678,199,321.49 divided into 51,979,992,461 common, registered, dematerialised shares with voting rights at a nominal value of €0.09 each.

As of 31 December, 2022, Alpha Holdings' equity was held by approximately 109,000 shareholders. On the same date, the shareholder base comprised the HFSF, representing approximately 9 per cent., and private shareholders representing approximately 91 per cent. of the common shareholder base. The private shareholders comprised:

- institutional shareholders representing approximately 79 per cent. of the shareholder base (of which approximately 73 per cent. were foreign institutional investors and 6 per cent. were Greek institutional investors); and
- individuals and legal entities representing approximately 12 per cent. of the shareholder base.

On 26 January 2023, the Board of Directors of Alpha Holdings approved the increase of Alpha Holdings' share capital by the payment in cash of the amount of €203,227.07 in accordance with par. 3 of article 113 of Greek Law 4548/2018 and, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated 30 December 2020 and 16 December 2021, by 84 beneficiaries of Alpha Holdings and its affiliated companies through payment in cash and the issuance of 700,783 common, registered, dematerialised shares equal to a nominal value of €0.29 each, at an offer price of €0.29 per share. Following such share capital increase in cash, the share capital of Alpha Holdings amounts to €681,183,484.43 divided into 2,348,908,567 common, registered, dematerialised shares with voting rights at a nominal value of €0.29 each.

Financial crisis in the Hellenic Republic

Greece experienced an unprecedented financial crisis from 2008 to 2016. During this period, the Hellenic Republic faced significant pressure on its public finances and committed to certain Stabilisation Programmes, agreed initially with the IMF, the EU and the ECB (together, the "**Institutions**") and in 2015 with the Institutions and the ESM.

Under the first two Stabilisation Programmes the Hellenic Republic received €141.8 billion in loans from the European Financial Stability Fund (the "**EFSF**") between 2012 and 2015. Further, from 2010 to 2012 the Hellenic Republic received €59 billion in bilateral loans under the so-called Greek Loan Facility from EU Member States (Source: *ESM Press Release 20 August 2018*).

The first two Stabilisation Programmes, however, failed to stabilise the Greek economy, notwithstanding the reforms and measures implemented thereunder, although during 2014 the economic indicators had shown signs of improvement.

However, in 2015 uncertainty over the Greek economy and the implementation of the second Stabilisation Programme, resulting from the prolonged negotiations between the new government and the Institutions, reappeared. Late in June 2015, a bank holiday was declared in the Greek banking sector for three weeks and capital movement restrictions were imposed because of further deterioration of the financial situation in Greece and liquidity shortfall in the Greek banking system. These were caused by the expiration of the second Stabilisation Programme, a payment default by the Greek government under its IMF facility and the failure of the Greek government to reach an agreement with the IMF and the rest of the Eurozone members (the "**Eurozone**" being the monetary authority of the euro area and being comprised of the ECB and the national central banks of EU member states whose currency is the euro) for a third Stabilisation Programme.

In August 2015 and following prolonged negotiations, the Greek government managed to reach an agreement with the EU and the ECB, with input from the IMF, for a Stabilisation Programme of approximately €86 billion granted by the ESM (the "**ESM Programme**").

The impact of the implementation of the ESM Programme on the Greek economy contributed to the decrease of uncertainty and the stabilisation of private sector deposit withdrawals, resulting also in the gradual relaxation of the capital movement restrictions. Thus, after eight years of recession, the economic and business environment in Greece began to improve in 2017. Additionally, GDP increased further in 2017, despite the tighter-than-initially-expected fiscal conditions. Finally, on 28 August 2019 the capital movement restrictions were repealed by virtue of art. 86 of Greek Law 4624/2019.

Moreover, on 23 January 2017, the respective boards of directors of the ESM and the EFSF formally adopted rules on short-term debt relief measures for Greece. These measures aimed to reduce interest rate risk for Greece, including by changing some debt rates from floating to fixed, and to make the burden of debt repayment easier. As part of these measures the ESM and the EFSF, in collaboration with the Hellenic Republic, launched an exchange programme for the four systemic Greek banks, under which the €42.7 billion EFSF notes that had been previously applied through the HFSF for the recapitalisation and resolution of Greek credit institutions were exchanged for long term newly issued ESM notes and ultimately cash in 2017. During the period of 2017 and under this agreement, Alpha Holdings (then operating as a credit institution under the company name Alpha Bank S.A.) exchanged floating rate bonds of nominal value €2,522 million issued by EFSF, with equal in nominal value bonds, of fixed coupon, issued by the EFSF, with a maturity of 30 years. Of those, the EFSF repurchased bonds at a nominal value of €2,349 million whilst a remaining bond with a nominal value of €173 million was classified as available for sale which was repurchased by EFSF in January 2018. As at 31 December 2018 the book value of such bonds stood at €0.

In August of 2018, the Hellenic Republic concluded the ESM Programme with a successful exit. This followed the disbursement of €61.9 billion by the ESM over three years in the context of the ESM Programme in support of macroeconomic adjustment and bank recapitalisation in 2015. The remaining €24.1 billion available under the maximum €86 billion programme volume was not needed (Source: *ESM Press release 20 August 2018*).

No fourth Stabilisation Programme was requested by the Hellenic Republic. Nevertheless, as part of the post-Stabilisation Programme period, the Hellenic Republic made specific policy commitments to complete key structural reforms initiated under the ESM Programme, against agreed deadlines and made a general commitment to continue the implementation of all key reforms adopted under the ESM Programme. These include commitments to achieve demanding fiscal targets such as a primary budget surplus of 3.5 per cent. of GDP in 2018-2022 and 2.2 per cent. of GDP, on average, in the longer term.

These commitments were made against the Eurogroup's agreement to implement certain medium- and long-term debt relief measures (which were in addition to the aforesaid short-term measures), namely:

- the abolition of the step-up interest rate margin related to the debt buy-back tranche of the second Stabilisation Programme as of 2018;
- the use of 2014 Securities Market Programme ("**SMP**") profits from the ESM segregated account and the restoration of the transfer of the Agreement on Net Financial Assets (ANFA) and SMP income equivalent amounts to the Hellenic Republic; and
- a further deferral of EFSF interest and amortisation by 10 years and an extension of the maximum weighted average maturity by 10 years, respecting the programme authorised amount (Source: *Eurogroup statement on Greece of 22 June 2018*).

The implementation of these measures was approved by the EFSF Board of Directors on 22 November 2018.

Further the Board of the EFSF:

- at its meeting of 9 January 2020 decided to reduce to zero the step-up margin due from the Hellenic Republic for the period between 17 June 2019 and 31 December 2019; and
- at its meeting of 7 July 2020 decided to reduce to zero the step-up margin accrued by the Hellenic Republic for the period between 1 January 2020 and 17 June 2020.

On 11 July 2018 the European Commission activated the Enhanced Surveillance procedure for monitoring the implementation of the aforesaid commitments by the Hellenic Republic. Fourteen Enhanced Surveillance reports have been published by the European Commission on the Hellenic Republic so far, with the most recent one being published in May 2022. The Enhanced Surveillance framework for Greece expired on 20 August 2022.

With respect to liquidity, by the end of the ESM Programme, the Hellenic Republic had created a sizeable cash buffer, while increasing its liquidity through the issuance of government bonds. The Hellenic Republic entered the COVID-19 pandemic in a relatively favourable fiscal position, with a strong primary surplus, and low medium-term refinancing needs on its public debt. The Hellenic Republic in 2019 reached its agreed primary surplus target of 3.5 per cent. (Source: *European Commission sixth Enhanced Surveillance Report, May 2020*) and issued a total of €12.0 billion Greek government bonds ("**GGB**") in 2020, and €14 billion in 2021. In 2022, GGB issuance amounted to €8.3 billion (€3 billion 10-year at 1.836 per cent., €1.5 billion 7-year at 2.366 per cent. (reopening), €0.5 billion 15-year at 3.61 per cent. (reopening), €0.4 billion of GGB maturing in 2037 and 2042 at 3.51 per cent., and 3.56 per cent. (reopening), €0.7 billion 10-year in July 2022 and November 2022 (reopening), €1 billion 5-year at 3M EURIBOR plus 123 basis points (reopening), and €1.2 billion reopening of the latter). The Hellenic Republic's cash buffer was an important asset in view of the impact on revenues and extraordinary spending needed to tackle the COVID-19 pandemic and the energy crisis. Including the cash reserves of general government entities already on the treasury single account, the Hellenic Republic's reserves are currently sufficient to cover, if necessary, sovereign gross financing needs for approximately three years (Source: *Hellenic Republic Funding Strategy for 2023, PDMA*), even without additional issuance of GGBs. The Hellenic Republic has secured fiscal flexibility similar to that applied to all Eurozone Member States in order to deal with the consequences of the COVID-19 pandemic and was not bound to the 3.5 per cent. primary surplus target for 2020, 2021 or 2022. According to the fiscal policy guidance of the European Commission for 2024 (issued in March 2023), the general escape clause of the Stability and Growth Pact, which provides for a temporary deviation from the budgetary requirements that normally apply in the event of a severe economic downturn, will be deactivated at the end of 2023.

Reflecting many of the developments described above:

- On 24 January 2020, Fitch upgraded the Hellenic Republic's sovereign rating from BB- to BB with a positive outlook, and on 23 April 2020 changed the outlook to stable in order to reflect the impact of the COVID-19 pandemic on economic activity. On 22 January 2021, Fitch affirmed the Hellenic Republic's BB rating with a stable outlook. On 14 January 2022, Fitch revised the outlook to positive, and on 27 January 2023 upgraded the Hellenic Republic's sovereign rating from BB to BB+ with a stable outlook.
- On 6 November 2020, Moody's upgraded the Hellenic Republic's sovereign rating from B1 to Ba3 with a stable outlook, and on 23 April 2023 upgraded the outlook to positive.
- On 24 April 2020, S&P retained the Hellenic Republic's sovereign rating at BB-, while it changed the outlook to stable due to the COVID-19 pandemic. On 23 April 2021, S&P upgraded the Hellenic Republic's sovereign rating to BB with positive outlook. On 22 April 2022, S&P upgraded the Hellenic Republic's sovereign rating to BB+ with stable outlook, and on 21 April 2023 upgraded the outlook to positive.

The Hellenic Republic's sovereign ratings have been improving steadily, although they are still below investment grade. Nevertheless, recent ratings upgrades, the successful graduation from the third economic adjustment programme, the successful conclusion of fourteen consecutive Enhance Post Programme Surveillance (EPPS) reviews, fiscal developments, the ECB's Pandemic Emergency Purchase Programme (PEPP) and the pro-reform government formed after the 7 July 2019 general elections have all contributed to an improvement in the yield spread of 10-year GGBs relative to the equivalent German government bonds of approximately 202 basis points between the end of August 2018 and 31 December 2022.

The Acquisition of Emporiki

On 1 February 2013 Alpha Holdings completed the acquisition of Emporiki from Crédit Agricole. As of the date of acquisition Emporiki was consolidated in the financial statements of the Group. On 28 June 2013, Emporiki was merged into Alpha Holdings.

As a result of the acquisition of Emporiki, in 2013 Alpha Holdings recognised negative goodwill of €3,283 million resulting from the difference between the fair value of the net assets acquired and the purchase price. The negative goodwill recognised is not subject to income tax. Emporiki offered a large variety of banking products and services to individuals, small and medium-sized enterprises ("**SMEs**") and large companies and enjoyed a strong market presence in Greece and Cyprus through an extensive network of branches in both countries. The transaction represented a major step in the restructuring of the Greek banking sector and strengthened the position of Alpha Holdings within the market, creating one of the largest financial groups in Greece and adding total assets of €19.1 billion to the Group's balance sheet as of 1 February 2013.

In addition, at the completion of the transaction, Crédit Agricole also subscribed for €150 million convertible bonds issued by Alpha Holdings. In February 2017, Crédit Agricole exercised its conversion option under the convertible bonds, which resulted in the allocation of 6,818,181 new ordinary shares in Alpha Holdings to Crédit Agricole. The transaction resulted in a net recapitalisation of the combined entity by an aggregate amount of approximately €2.9 billion and contributed towards Alpha Holdings' own recapitalisation plan.

2013 Capital Increase

On 16 April 2013, the second iterative meeting of the Extraordinary General Meeting of Alpha Holdings' shareholders convened and approved Alpha Holdings' €4,571 million Capital Strengthening Plan (announced on 2 April 2013) and granted the power to the Board of Directors to implement, assessing the financial conditions, the General Meeting's resolutions (the "**Capital Strengthening Plan**"). On 3 June 2013, Alpha Holdings announced the successful completion of its €457.1 million rights issue (the "**Rights Issue**"), and the allotment of all of the shares offered in the €92.9 million private placement to institutional and other qualified private investors. As a consequence, Alpha Holdings was the first among the Greek banks to raise more than 10 per cent. of its total recapitalisation amount and thus to meet successfully the required private sector contribution test set by Greek Law 3864/2010. The remaining part of the €4,571 million Capital Strengthening Plan was covered by the HFSF through direct subscription to shares. The Rights Issue was fully underwritten by a syndicate of international investment banks.

For each new share subscribed for in the capital increase by private sector investors, the HFSF issued on 10 June 2013 separately traded warrants which allow their holders to purchase shares subscribed by the HFSF at selected intervals over the four and a half years that follow the share capital increase, at the subscription price of €0.44 per share, increased by an annual margin.

2014 Capital Increase

On 28 March 2014 the Extraordinary General Meeting of the shareholders of Alpha Holdings approved the raising of capital by Alpha Holdings, up to the amount of €1.2 billion through a private placement with qualified investors, with the issuance of 1,846,153,846 new, ordinary, registered shares offered at €0.65 each. The offering, which was fully underwritten by a syndicate of international banks, was priced on 25 March 2014, while the new shares commenced trading on ATHEX on 4 April 2014.

The proceeds from the capital increase were used to strengthen Alpha Holdings' capital base with high-quality common equity capital and allow for the redemption of Greek state preference shares in issuance of €940 million, whereas the remaining amount of the capital raised was directed to cover the €262 million capital needs assessed in the 2014 stress test (as described under "*ECB's Comprehensive Assessment*" below). The Greek state preference shares of €940 million were subsequently redeemed on 17 April 2014.

Acquisition of Citibank's Greek retail operations

On 13 June 2014, Alpha Holdings announced that it had entered into a definitive agreement with Citibank for the acquisition of Citibank's Greek retail banking business, including Diners Club of Greece. Under the agreement, the acquired operations comprised Citibank's wealth management unit with customers' assets under management of approximately €2.0 billion, out of which deposits amounted to approximately €0.9 billion and net loans, mainly credit card balances, amounted to €0.4 billion, as well as a retail branch network of 20 units serving around 480,000 clients. The acquisition was completed on 30 September 2014. As a result of the acquisition, the personnel working in the retail banking network of Citibank joined Alpha Holdings.

In June 2015 Diners Club Greece was merged into Alpha Holdings by way of absorption and, in September 2015, the migration of Citibank's retail banking operations and Diners Club Greece operations into Alpha Holdings' operating systems was completed.

ECB's Comprehensive Assessment

On 26 October 2014 the ECB and the EBA announced the outcome of their Comprehensive Assessment (the "**ECB Comprehensive Assessment**"). The assumptions and methodological approach of the ECB Comprehensive Assessment were established to assess banks' capital adequacy against an 8 per cent. and a 5.5 per cent. CET1 capital benchmark under the baseline and adverse scenarios respectively. The stress test period covered a three-year time horizon (2014-2016). In the static scenario, the stress test was carried out using a static balance sheet assumption as at 31 December 2013 and did not take into account any business actions implemented after 31 December 2013, which would have impacted the capital position and/or the financial standing of Alpha Holdings.

Alpha Holdings completed the ECB Comprehensive Assessment successfully and was the only Greek systemic bank that registered no capital shortfall for the baseline and adverse scenarios under both the static and the dynamic assumptions, producing excess capital, without taking into account developments with direct capital impact realised post December 2013.

Alpha Holdings exceeded the hurdle rates of 5.5 per cent. and 8 per cent. for the adverse and baseline scenarios for both static and dynamic assumptions with a (safe) margin ranging between €1.3 billion and €3.2 billion. More specifically, Alpha Holdings concluded the adverse scenarios with a CET1 ratio of 8.07 per cent. and a capital surplus of €1.3 billion in the static assumption and a CET1 ratio of 8.45 per cent. with a capital surplus of €1.8 billion under the dynamic assumption.

The quality and level of Alpha Holdings' capital were further strengthened due to the capital issuance of €1,200 million, which took place in the first quarter of 2014, and the repayment of Greek state preference shares of €940 million (as described in "*2014 Capital Increase*" above). This net capital impact, amounting to €260 million, which was not included in the "join-up" result due to the methodology applied, led to a CET1 capital ratio of 8.6 per cent. (representing a surplus of 3.1 per cent.) in the static adverse scenario.

Asset Quality Review ("AQR")

During the third quarter of 2015 the negotiations of the Hellenic Republic for the coverage of the financing needs of the Greek economy were completed on the basis of the announcements at the Euro Summit on 12 July 2015, resulting in an agreement for new financial support by the ESM. The agreement with the ESM that was signed on 19 August 2015 provided for the assessment of the four Greek systemic credit institutions (including Alpha Holdings) by the SSM in order to determine the impact from the deterioration of the Greek economy on their financial positions as well as any capital needs (the "**2015 Comprehensive Assessment**").

The 2015 Comprehensive Assessment comprised the AQR and a forward-looking stress test, including a baseline and an adverse scenario, in order to assess the specific recapitalisation needs of the individual banks under the third economic adjustment programme for Greece.

On 31 October 2015 the ECB announced that the 2015 Comprehensive Assessment revealed a total capital shortfall of €262.6 million and €2,743 million for Alpha Holdings under the baseline and the adverse scenarios respectively, including an AQR adjustment (€1.7 billion), after comparing the projected solvency ratios against the thresholds defined for the exercise. On 13 November 2015 in connection with its approval of Alpha Holdings' capital raising plans, the ECB recognised internal capital measures of €180 million, thus reducing the remaining adverse scenario capital shortfall that had to be addressed by Alpha Holdings to €2,563 million.

2015 Capital Increase

By virtue of the resolution of the Extraordinary General Meeting of the shareholders of Alpha Holdings that took place on 14 November 2015 the following items (among other things) were resolved: (i) the increase of the nominal value of each share by way of a reverse split from €0.30 to €15.00 along with a decrease of the total number of the existing shares (including the capitalisation of an amount of €42.60 in order to create an integral number of shares) from 12,769,059,858 to 255,381,200 ordinary, dematerialised, registered shares, with voting rights (each an "**Ordinary Share**"), by a ratio of one new share to 50 old shares and the subsequent decrease of the nominal value of each Ordinary Share from €15.00 to €0.30 and credit of the amount arising from the decrease to the special reserve in accordance with article 4 par. 4a of Greek Law 2190/1920; and (ii) the share capital increase by payment in cash (including the equivalent to cash capitalisation of money claims), along with the abolition of pre-emption rights of the shareholders of Alpha Holdings, by the issuance of new, ordinary, registered, dematerialised shares, with voting rights to be specified by the Board of Directors of Alpha Holdings.

Alpha Holdings' Board of Directors at its meeting on 19 November 2015 specified the above resolution of the General Meeting regarding the share capital increase by the issuance of 1,281,500,000 new ordinary, registered, dematerialised shares of Alpha Holdings, of a nominal value of €0.30 per share at a €2.00 price per share (post reverse split) through: (i) payment in cash of an amount of €1,552,169,172.00 via a private placement through a book-building process, which commenced and was completed outside Greece, pursuant to the exception of article 3 par. 2 indent (α), to qualified investors, in accordance with article 2 par. 1 indent (στ) of Greek Law 3401/2005 and pursuant to article 3 par. 2 indent (γ) of Greek Law 3401/2005; and (ii) capitalisation of monetary claims of an amount of €1,010,830,828.00, in the context of the voluntary exchange of outstanding securities by their holders that participated in a liability management exercise. The proceeds from the capital increase were intended to strengthen Alpha Holdings' capital adequacy ratios.

Alpha Holdings was the first systemic bank in the Greek banking system in 2015 to be recapitalised by private funds, with its private placement having been subscribed by 1.72 times with no further HFSF participation, as the latter held approximately 11 per cent. in the share capital of Alpha Holdings with restricted voting rights.

Disposal of subsidiaries / branches

On 12 December 2014, Alpha Holdings announced the agreement to sell all of the shares held in its insurance subsidiary in Cyprus, Alpha Insurance Limited, in a transaction valued at €14.5 million. The transaction was completed on 16 January 2015.

On 23 January 2015, Alpha Holdings announced the sale of the entire share capital of Cardlink S.A., formerly held by Alpha Holdings and Eurobank Ergasias S.A. at 50 per cent. each, for a total transaction consideration of €15 million. Cardlink S.A. operates in the area of network service provision of point of sale terminals for electronic transactions with payment cards.

On 6 November 2015, Alpha Holdings concluded a definitive agreement regarding the acquisition of Alpha Holdings' branch in Bulgaria by Eurobank's subsidiary in Bulgaria, Postbank, subject to the receipt of regulatory and supervisory approvals. The sale was completed on 29 February 2016.

On 10 May 2016, Alpha Holdings announced the conclusion of the sale of 100 per cent. of Alpha Bank A.D. Skopje to Silk Road Capital, following receipt of all applicable regulatory approvals.

On 16 December 2016, Alpha Holdings concluded the sale and transfer to Home Holdings S.A., a joint venture formed by Tourism Enterprises of Messinia S.A. and D-Marine Investments Holding B.V., of its approximately 97.3 per cent. stake in the share capital of the ATHEX-listed company Ionian Hotel Enterprises S.A. ("**IHE**"). The total proceeds from the transaction amounted to €143.3 million, including the refinancing of the existing debt of IHE.

On 30 January 2017, it was announced that an agreement had been signed with the Serbian MK Group of companies on the sale of Alpha Holdings' 100 per cent. stake in the share capital of Alpha Bank Srbija A.D. The transaction was completed on 11 April 2017.

On 31 May 2019, the Group, through its subsidiary Alpha Group Investments Limited, following an open tender process, sold 100 per cent. of the shares of AEP Chanion S.A. to Pangaea REIC and Pavalia Enterprises Limited, an entity owned by Dimand S.A. for a total consideration of €8.7 million. AEP Chanion S.A. was the sole owner of a prominent land plot in the city of Chania.

On 11 June 2019, Alpha Holdings completed the sale of all its shares in its subsidiary Alpha Investment Property I A.E. to Mavani Holdings Limited, an entity owned by Brook Lane Special Situations Fund for consideration of €91.9 million. Alpha Investment Property I A.E. held a portfolio of prime office real estate assets and its sale was part of Alpha Holdings' strategy to deleverage non-core assets.

On 7 January 2020, the disposal of the Group's subsidiary, AGI-Cypre Alaminos Ltd, was completed.

On 30 June 2020, the sale of the Group's subsidiary, AGI-BRE Participations 3 E.O.O.D, was completed.

On 5 August 2020, the sale of the Group's subsidiary, ABC RE L1 Ltd., was completed.

On 6 October 2020, the disposal of Alpha Holdings' participation in V Telecom Investment S.C.A and V Telecom Investment General Partner S.A. based in Luxembourg was completed.

On 6 November 2020, the disposal of the total shares of the Group's subsidiary, AGI-Cypre Property 3 Ltd, was completed.

On 11 November 2020, the sale of Alpha Holdings' participation in Mastercard Incorporated was completed.

On 24 December 2020, the disposal of the total shares of the Group's subsidiary, Alpha Investment Property GI I SMSA, was completed.

On 31 January 2021, the disposal of the total shares of the Group's subsidiary, AGI-Cypre Property 10 Ltd, was completed.

On 2 February 2021, Alpha Holdings signed an agreement with a consortium of domestic and international investors for the sale of Alpha Holdings' 71.08 per cent. stake in APE Investment Property S.A.

On 12 February 2021, the disposal of the total shares of Alpha Holdings' subsidiary, Alpha Investment Property Attikis II SA, was completed.

On 15 February 2021, the disposal of the total shares of the Group's subsidiary, AGI-CYPRE Property 36 Ltd, was completed.

On 26 February 2021, the disposal of the total shares of the Group's subsidiary, ABC RE P1 Ltd, was completed.

On 17 March 2021, the disposal of the total shares of the Group's subsidiary, AGI RRE Cleopatra SRL, was completed. As a result of such disposal, AGI RRE Cleopatra SRL's subsidiary TH Top Hotels is no longer part of the Group's portfolio of participations.

On 18 June 2021, the disposal of 80 per cent. of the shares of New CEPAL (as defined below) was completed.

On 15 October 2021, the disposal of all of the shares of the Group's subsidiary, AGI-Cypre Property 11 Ltd, was completed.

On 6 December 2021, Alpha International Holdings Single Member S.A., a fully owned subsidiary of the Group, entered into a binding agreement with OTP Bank Plc in relation to the acquisition of the Group's subsidiary, Alpha Bank Albania SHA, by the latter. On 18 July 2022, the sale was completed for the amount of €55 million.

On 23 December 2021, the sale of the Group subsidiary, AEP Kefalariou, for €15.2 million was completed.

On 30 December 2021, the merger with the absorption of Umera Ltd by Alpha Credit Acquisition Company Ltd was completed.

On 28 February 2022, the Group's subsidiary, AGI-Cypre Ermis Ltd, proceeded with the sale of 59 special purpose vehicles for an amount €85 million to the Group's subsidiary, Alpha Credit Acquisition Company Ltd.

On 28 February 2022, the Group's subsidiary, AGI-Cypre Ermis Ltd, proceeded with the sale of its subsidiary, Fierton Limited.

On 28 February 2022, the Group's subsidiary, Alpha Bank Cyprus Ltd, proceeded with the sale of its subsidiary, ABC RE P4 Ltd.

On 30 June 2022, the sale of 51 per cent. of Alpha Services and Payments SA to Nexi S.P.A. was completed, initiating a strategic partnership in the merchant acquiring business of Alpha Bank S.A. in Greece via, *inter alia*: (i) the transfer of the merchant acquiring business from Alpha Bank by spin-off to the newly issued company Nexi Payments Greece ("**NewCo**"), (ii) the sale to Nexi of the 51 per cent. of NewCo, and (iii) the signing of a long-term marketing and distribution agreement, which will provide Nexi access to the Group's network, with the objective of distributing merchant acquiring products and services to Group customers in Greece. On 29 July 2022 the sale to Nexi of an additional 39.01 per cent. stake of NewCo was completed.

On 23 January 2023, the sale of the Group's participation in AGI – CYPRE PROPERTY 29 LIMITED was completed.

On 31 March 2023, the Group's subsidiary, Sky Cac Ltd, proceeded with the sale of its subsidiary ABC RE P6 LTD.

Other material milestones and transactions

On 12 June 2014, Alpha Holdings successfully issued a €500 million senior unsecured bond, with a 3-year maturity and 3.5 per cent. yield to maturity, with the book being oversubscribed by four times.

On 9 July 2014, the European Commission announced its approval of Alpha Holdings' restructuring plan, as submitted to the European Commission by the Greek Ministry of Finance on 12 June 2014.

On 4 December 2014, Alpha Holdings completed a shipping securitisation transaction in excess of USD 500 million, the first such Greek transaction since 2008.

On 12 November 2015, Alpha Holdings concluded a liability management exercise launched on 28 October 2015. The total accepted amount of the validly tendered securities amounted to €1,010,845,000 and contributed to the 2015 share capital increase. The offer was voluntary and offered the exchange of specific series of notes for shares, achieving a high participation rate of 93 per cent.

On 26 November 2015, the European Commission's Director-General for Competition ("**DGComp**") approved Alpha Holdings' revised restructuring plan, which was found to be in line with EU state aid rules and aims to enable Alpha Holdings to return to viability.

Further to Alpha Holdings' announcement on 24 December 2014, "*Cepal Hellas Financial Services S.A. - Servicing of Receivables From Loans and Credits*" (former Aktua Hellas) a Law 4354/2015 company was established on 24 February 2016 which is owned by the joint venture between Alpha Holdings and Centerbridge Partners Europe, LLP. Such company was the first one, on 29 November 2016, to be granted a licence by the Bank of Greece to manage receivables from loans and credits, pursuant to Law 4354/2015, as in force.

On 14 September 2018, Alpha Holdings completed the disposal of a portfolio of non-performing and uncollateralised retail loans in Greece with a carrying amount of €64.6 million as of 31 December 2017 to a company of the Norwegian group B2Holding.

The EBA conducted further stress tests on the Greek systemic banks in 2018, the results of which were announced on 5 May 2018. Based on feedback received by the SSM, the stress test outcome, along with other factors, have been assessed by its Supervisory Board and points to no capital shortfall.

In May 2018, Alpha Holdings together with Alpha Bank Romania S.A. completed the disposal of a Romanian non-performing wholesale loans portfolio to entities financed by a consortium of international investors including Deutsche Bank AG, funds advised by AnaCap Financial Partners LLP and funds advised by APS Investments S.à.r.l. This transaction completed the actions carried out by Alpha Holdings to sell a significant part of its Romanian NPEs, which included the sale of a non-performing retail loans portfolio to the Norwegian group B2Holding, in the third quarter of 2017.

On 31 July 2018, the four systemic banks in Greece (the credit institution now known as Alpha Bank S.A., National Bank of Greece, Eurobank and Piraeus Bank) entered into an innovative servicing agreement with a credit institution specialised on servicing of NPLs, doBank S.p.A ("**doBank**"), in line with their strategic framework to reduce their NPEs by protecting the viability of small and medium enterprises and supporting the recovery of the Greek economy. doBank will support the four systemic banks in the exclusive management of common NPEs of more than 300 Greek SMEs with an approximate nominal value of €1.8 billion.

On 28 November 2018, Alpha Holdings entered into a binding agreement with a consortium comprised of funds managed by affiliates of Apollo Global Management, LLC, and IFC (International Finance Corporation), a member of the World Bank Group, for the disposal of a mixed pool (i) of NPLs to Greek SMEs mainly secured by real estate assets (the "**NPL portfolio**") and, together with the wholly-owned Group company Alpha Leasing S.A., (ii) of repossessed real estate assets in Greece (the "**REO portfolio**"), with a total on-balance sheet gross book value of approximately €1.0 billion and €56 million respectively, as of 30 September 2018. The NPL portfolio transaction was completed on 24 December 2020, while the REO portfolio transaction was completed in the first quarter of 2020.

On 21 December 2018, the sale of a non-performing and uncollateralised retail loans portfolio in Greece was completed. The transaction price as incurred, taking into consideration the transaction costs and other liabilities, amounted to €62.6 million, whilst the gain amount of €7.8 million was recognised as "Gains less losses from discontinued recognition of financial instruments at amortised cost".

On 31 December 2018, Alpha Holdings successfully exited the restructuring plan approved by DGComp.

In 2018 Alpha Holdings initiated an action plan for the reorganisation of its key Group subsidiaries under three pillars, which was completed in December 2020. Pursuant to the reorganisation scheme Alpha Holdings' key subsidiaries were sold to the following three Group holding companies:

- Alpha Holdings Single Member S.A acquired the shares of the financial services companies based in Greece (ABC Factors Single Member S.A., Alpha Leasing S.A., Alpha Asset Management A.E.D.A.K., Alpha Finance Investment Services S.A and Alpha Ventures S.A.).

- Alpha International Holding SA ("**International HoldCo**") acquired the shares of the Group's foreign credit institutions (Alpha Bank Romania S.A. and Alpha Bank Cyprus S.A.) and Alpha Credit Acquisition Company Ltd, a licensed credit acquisition company that the Group has established in Cyprus, in December 2020, whilst the acquisition of the shares of Alpha Bank Albania SHA was completed in January 2021. International HoldCo also acquired convertible securities issued by Alpha Bank Cyprus S.A. and held by Alpha Holdings.

- Alpha Group Investments Ltd acquired the shares of subsidiaries undertaking real estate related business (Emporiki Venture Capital Developed Markets Limited, Emporiki Venture Capital Emerging Markets Limited and Alpha Investment Property Attikis SA).

As at the date of this Offering Circular, all three holding companies are 100 per cent. (directly or indirectly) subsidiaries of Alpha Holdings.

On 14 October 2019, the Group subsidiaries Alpha Bank Cyprus and AGI-Cypre Ermis signed a long-term partnership agreement with DoValue S.p.A. in order to manage NPEs and the real estate portfolio in Cyprus, with a gross book value of €3.2 billion.

On 6 February 2020, Alpha Holdings priced a €500 million Tier 2 bond issue with an initial coupon of 4.25 per cent. This represented Alpha Holdings' inaugural CRD/CRR-compliant Tier 2 transaction and its first public unsecured debt transaction since 2014, with the lowest initial coupon for a Tier 2 instrument issued by a Greek bank in the prior 13 years.

On 11 February 2020, Alpha Holdings completed the establishment of a branch in Luxembourg and on 19 June 2020 the transfer of its London Branch operations to the Luxembourg Branch was completed.

On 26 June 2020, part of the performing and non-performing loans portfolio was transferred from Alpha Bank Cyprus Ltd to the Group's subsidiary Alpha Credit Acquisition Company Limited.

On 17 July 2020, Alpha Holdings completed the disposal of a pool of NPLs to Greek SMEs mainly secured by real estate assets, of a total on-balance sheet gross book value of €1.1 billion.

On 17 July 2020, Alpha Bank Romania S.A. and SSIF Alpha Finance Romania S.A signed an agreement for the absorption of the business activity of SSIF Alpha Finance Romania S.A. by Alpha Bank Romania S.A., which was completed on 5 October 2020. On 18 March 2021, the Financial Supervisory Authority (FSA) of Romania approved the withdrawal of SSIF Alpha Finance Romania S.A.'s licence.

On 22 July 2020, Alpha Holdings acquired the remaining shares in Cepal Holdings S.A., taking its shareholding in Cepal Holdings S.A. to 100 per cent.

On 30 November 2020, the participation of Alpha Holdings in the B' Cycle of the COVID-19 Loan Guarantee Fund for Businesses of the Hellenic Development Bank was announced, aiming to actively support Greek businesses to face the consequences of the health crisis, mainly focusing on SMEs and very small enterprises.

On 1 December 2020, Alpha Holdings transferred its business of servicing NPEs to Cepal Hellas, a wholly-owned licensed servicing company for loan receivables under law 4354/2015.

On 30 December 2020, Alpha Holdings agreed to enter into a new exclusive distribution agreement with Assicurazioni Generali for the sale of non-life and health insurance products through its distribution channels. The agreement will have an initial term of twenty years.

On 30 December 2020, Alpha Holdings participated in the share capital increase of IHE by subscription of preferred shares. As a result, Alpha Holdings acquired a 7 per cent. participation in IHE's share capital.

As of 10 January 2021, Alpha Holdings was fully registered with the new infrastructure 24/7/365 of the interbank pan-European payment system SEPA, having successfully completed the necessary technical tests, in cooperation with the DIAS Interbanking Systems S.A. Such registration is now held by the Bank as a result of the Hive Down. The Bank is the first bank in the Greek market to apply to all its banking channels, and with the utmost security, the innovative service of instant payments for transactions within the Hellenic territory.

The 2021 EBA EU-wide stress test launched on 29 January 2021 and its results were announced on 30 July 2021 (with a later announcement, in December 2021, that the next EU-wide stress test would be held in 2023). As per such results, Alpha Holdings successfully concluded the 2021 EU-wide stress test. In particular, the starting point of the exercise was 31 December 2020, when the Bank had a CET1 transitional ratio of 17.1 per cent., a CET1 fully loaded ratio of 14.6 per cent. as well as a leverage ratio (transitional) of 12.5 per cent. and a leverage ratio (fully loaded) of 10.7 per cent.

- Under the baseline scenario, the capital generation for the 3-year period was 2.8 per cent. absorbing 2.4 per cent. IFRS 9 phase-in, resulting in a 2023 CET1 transitional ratio of 17.4 per cent. The 2023 CET1 fully loaded ratio reached 17.3 per cent. while the 2023 leverage ratio (fully loaded) came to 13.0 per cent.

- Under the adverse scenario, the 2023 CET1 transitional ratio stood at 8.4 per cent., largely driven by the negative impact of credit risk. The 2023 CET1 fully loaded ratio came to 8.3 per cent., while the 2023 leverage ratio (fully loaded) resulted in 6.1 per cent.

On 19 February 2021, a portfolio of both performing and non-performing loans, along with the real estate portfolio of AGI-Cypre Ermis Ltd and Umera Limited were transferred (accounting wise) to the Group's subsidiary Alpha Credit Acquisition Company Limited.

On 11 March 2021, Alpha Holdings successfully issued Tier 2 subordinated bonds with a nominal value of €500 million and a 10.25-year maturity. The bonds are listed on the Luxembourg Stock Exchange's Euro MTF market.

On 23 September 2021, the Bank successfully issued €500,000,000 Fixed Rate Reset Senior Preferred Notes due 2028 followed by an issuance of €400,000,000 Fixed Rate Reset Senior Preferred Note due 2024 on 10 December 2021. The notes issued in September 2021 are listed on the Luxembourg Stock Exchange's Euro MTF market and the notes issued in December 2021 have been redeemed in accordance with their terms.

On 22 October 2021, Alpha Holdings announced that it had entered into a binding agreement with certain entities managed and advised by Davidson Kempner Capital Management LP in relation to the sale and transfer of 51 per cent. of the mezzanine and junior securitisation notes of a €3.4 billion gross book value portfolio consisting primarily of NPEs, known as Project Cosmos.

On 11 November 2021, Alpha Holdings and Nexi announced that they entered into a binding agreement for the establishment of a strategic partnership in respect of the Bank's merchant acquiring business unit in Greece (the "**MA Business**") through, *inter alia*: (i) the carve-out of the MA Business by the Bank by way of a spin-off to a newly-incorporated entity ("**Alpha Payment Services S.M.S.A**" or "**NewCo**"); (ii) the sale to Nexi of a 51 per cent. stake in the NewCo, subject to the satisfaction of certain conditions precedent; and (iii) the execution of a long-term marketing and distribution agreement by the parties, providing the NewCo with access to the Bank's network, in order to distribute payment acceptance products and services to business customers of the Bank in Greece. On 30 June 2022, following the satisfaction of conditions precedent, the strategic partnership was launched through the carve-out of the MA Business by way of a spin-off to Alpha Payment Services S.M.S.A. (which was renamed "Nexi Payments Greece S.A.") and the sale of a 51 per cent. stake in the latter entity to Nexi.

On 17 December 2021, the Bank successfully concluded a synthetic securitisation of a €1.9 billion portfolio of performing SME and corporate loans, enabling the Bank to obtain credit risk protection for the mezzanine tranche of the securitisation. The transaction achieved simple, transparent and standardised (STS) designation for the purpose of Regulation (EU) 2017/2402, as amended by Regulation (EU) 2021/557.

On 28 December 2021, Alpha Holdings announced that the Bank had entered into a binding agreement with Hoist Finance AB as part of Project Orbit. The transaction which included the disposal of a portfolio of retail unsecured non-performing loans of a total outstanding balance of €2.1 billion completed on 24 March 2022. On 24 March 2022, the sale of the portfolio was completed.

On 14 January 2022, Alpha Group Jersey Ltd, a subsidiary of Alpha Holdings, resolved the redemption of the entire nominal amount outstanding of its €600,000,000 Series B CMS-Linked Non-cumulative Guaranteed Non-voting Preferred Securities on the preferred dividend payment date falling on 18 February 2022. On 30 December 2022, the liquidation of Alpha Group Jersey Ltd was completed.

On 14 February 2022, Alpha Holdings announced that it had entered into a binding agreement with an affiliate of Cerberus Capital Management L.P. as part of Project Sky. On 19 June 2023 and following the relevant announcement of 14 February 2022 and in line with its strategy for the reduction of its NPL stock, Alpha Holdings announced the completion of the disposal of a portfolio of Cypriot NPLs and real estate properties with a total gross book value of €2.3 billion in the first quarter of 2023.

Russia's invasion in Ukraine, which began on 24 February 2022, has created uncertainties in the markets in which the Group operates and in macroeconomic conditions, as have the resulting sanctions imposed by, amongst others, the United States, the European Union and the United Kingdom. The Group's direct exposure to Russia/Ukraine is relatively immaterial as is the amount of funds transferred from/to Ukraine and Russia. Nevertheless, the Group is monitoring the unfolding crisis and continues to assess the impact on its business, financial position and profitability.

On 30 June 2022 Alpha Holdings successfully concluded a synthetic securitisation of a €650 million performing SME and Corporate portfolio (Project Tokyo) with the European Investment Bank group.

On 15 July 2022 Alpha Holdings proceeded with a share capital increase to its subsidiary company, Galaxy Mezz Ltd, via: (a) distribution in kind of the 44 per cent. mezzanine and lower rated securitised bonds of projects Galaxy and Cosmos that it held after completing the respective transactions for the amount of €22.4 million and (b) a cash injection for the amount of €894 thousand and the issuance of common shares.

On 21 July 2022 the Bank entered into a binding agreement with Hoist Finance AB (publ) in relation to Project Light, the disposal of a portfolio of unsecured NPLs of a total outstanding balance of €0.4 billion and of a total gross book value of €0.2 billion as of 30 September 2021.

On 14 December 2022, the Bank successfully issued €450,000,000 Fixed Rate Reset Senior Preferred Notes due 2027.

On 6 February 2023 the Group announced that it entered into a definitive agreement with a consortium comprised of Dimand S.A. and Premia Properties R.E.I.C. for the formation of an equity partnership in real estate investment through the sale of a €438 million real estate portfolio. The agreement provides for the acquisition of the real estate portfolio through successive transfers from the Group company Skyline Akinita Single Member, SA ("**Skyline**"), the acquisition of the majority stake 65 per cent. of Skyline by Premia Properties R.E.I.C. The exclusive provider of real estate management services will be a Group subsidiary, Alpha Astika Akinita S.A.

On 8 February 2023, Alpha Holdings successfully issued its inaugural €400,000,000 Fixed Rate Reset Additional Tier 1 Perpetual Contingent Temporary Write-Down Notes (the "**AT1 Notes**"), in order to strengthen its regulatory capital position. The issuance of the AT1 Notes increased the Group's total capital adequacy ratio by 117 basis points. The notes are perpetual, with a fixed rate reset interest structure, first call after five and a half years and were issued at a yield to the first call date of 11.875 per cent. The notes are listed on the Luxembourg Stock Exchange’s Euro MTF Market.

As of 31 March 2023 total funding through TLTRO III programme reduced to €8.9 billion following €4 billion of total early prepayments, in two payments of €2 billion each, taking place in February and March 2023.

On 26 April 2023 the Group signed an updated agreement with the investor for the completion of Project Sky. The updated agreement finalised the perimeter of assets to be included in the transaction and the terms of payments for the transaction.

On 25 May 2023, Alpha Holdings announced that the Bank had completed the disposal of a mixed pool of secured NPLs to Greek large corporate entities and SMEs of a total on-balance sheet gross book value of approximately €0.65 billion, as follows:

a) to Saturn Financial Investor Designated Activity Company and to Pluto Financial Investor Designated Activity Company, entities financed by funds managed by affiliates of Fortress Credit Corp.; and

b) to Hermes Acquisitions B Designated Activity Company, an entity financed by funds managed by affiliates of Davidson Kempner Capital Management and funds managed by affiliates of Fortress Credit Corp.

On 7 June 2023, Alpha Holdings announced the 2023-2025 Strategic Plan. The 2023-2025 Strategic Plan Press Release is incorporated by reference in this Offering Circular.

As is the nature of any business plan, the 2023-2025 Strategic Plan, as summarised in the 2023-2025 Strategic Plan Press Release, includes various targets, aspirations and other forward looking statements (collectively, "**2023-2025 Targets**"). No assurance is given by either of the Issuers that the Group, Greece or the Greek economy will be able to meet any of the relevant 2023-2025 Targets, in whole or in part. Any forward looking statement or information in the 2023-2025 Strategic Plan Press Release, however expressed therein, is not intended to be, and should not be regarded as, a forecast. Investors are referred to the section of this Offering Circular entitled "*Cautionary Statement Regarding Forward Looking Statements*".

On 27 June 2023, the Bank successfully issued €500,000,000 Fixed Rate Reset Senior Preferred Notes due 2029.

Variable remuneration for Group employees

Group companies may, from time to time, offer a variable component as part of an employee's total remuneration package (such as bonuses or other reward schemes). Offering remuneration of this type is at the discretion of the relevant Group company and will be based on both individual performance and fulfilment of the relevant Group company's goals. It is also subject to, amongst other things, regulatory requirements and various clawback and other adjustment mechanisms. There are two main performance incentive schemes in operation: (i) the Performance Incentive Programme ("**PIP**") for central functions staff; and (ii) a sales incentive programme (SIP) for branch network staff.

On 31 July 2020, the Ordinary General Meeting of Alpha Holdings approved the establishment and implementation of a five-year stock options plan (period 2020-2024) in the form of stock options rights by issuing new shares, in accordance with article 113 of law 4548/2018, to members of the management and of the personnel of Alpha Holdings and its affiliated companies, within the meaning of article 32 of law 4308/2014. On 30 December 2020, Alpha Holdings' Board of Directors approved the regulation of the stock options plan and awarded stock options rights under the PIP for the financial years 2018 and 2019 to identified material risk takers of Alpha Holdings and its affiliated companies.

On 11 February 2021, in the context of implementation of the approved PIP and following the exercise of the stock options rights during the first exercise period, Alpha Holdings proceeded with an increase of its share capital by the amount of €684,514.80 with payment in cash and the issuance of 2,281,716 new shares of a nominal value of €0.30 each and an exercise price of €0.30 per share as well.

On 16 December 2021, Alpha Holdings' Board of Directors awarded stock options rights under the PIP for the financial year 2020 to identified material risk takers of Alpha Holdings and its affiliated companies. Moreover, certain members of the senior management of Group companies falling within the ambit of the provisions of article 10 par. 3 of Law 3864/2010, as in force, on the establishment and operation of the Hellenic Financial Stability Fund, introducing a bonus ban and a salary cap for members of the board, general managers and deputy general managers of credit institutions having received state-aid from the HFSF ("**In-scope Senior Managers**"), were awarded a bonus. The exercise of the awarded stock options by In-scope Senior Managers is subject to the amendment or abolition of the HFSF Law provisions banning bonuses for In-scope Senior Managers, introduced by virtue of article 10 par. 3 of the HFSF Law. If such amendment or abolition has not taken effect by 15 January 2024 the exercise of the awarded stock options will not be possible.

On 3 February 2022, in the context of implementation of the approved PIP and following the exercise of the relevant stock options (deferred amounts for the financial years 2018 and 2019 and the first available exercise in respect of the financial year 2020), Alpha Holdings proceeded with an increase of its share capital by the amount of €429,050.40 with payment in cash and the issuance of the 1,430,168 new shares of a nominal value of €0.30 each and an exercise price €0.30 per share as well.

Hive Down

On 16 April 2021, the demerger of the credit institution under the name "Alpha Bank S.A." (under G.E.MI. number 223701000 and Tax Identification Number 094014249, which has been renamed "Alpha Services and Holdings S.A.") was approved pursuant to the Decision of the Ministry of Development and Investments under prot. no 45089/16.4.2021 by way of hive-down of the banking business sector with the incorporation of a new company - credit institution under the name "ALPHA BANK S.A." (under G.E.MI. number 159029160000 and Tax Identification Number 996807331), in accordance with the provisions of article 16 of Greek Law 2515/1997, as well as articles 54 par. 3, 57 par. 3, 59-74 and 140 par. 3 of Greek Law 4601/2019 and article 145 of Greek Law 4261/2014, as in force. The approval of the Hive Down was registered with the General Commercial Registry ("**G.E.MI.**") on 16 April 2021 under the registration code number 2528634. As a consequence of the Hive Down, the Bank substituted Alpha Holdings by operation of Greek law, as universal successor, in all the assets and liabilities, rights and obligations and in general legal relationships of the banking business sector of Alpha Holdings. Moreover, the Bank continues its operation through the existing organisational structure, network of branch offices and premises.

Alpha Holdings, which ceased, on 19 April 2021, to operate as a credit institution but holds a licence from the ECB as a financial holding company, maintains the assets and activities not related to the banking business sector. Its shares remain listed on the Main Market of ATHEX. Alpha Holdings maintains direct and indirect participation in all companies that are included in the consolidated financial statements of Alpha Holdings, while it retains the insurance intermediary activity ("**bancassurance**") and the provision of accounting and tax services to affiliates and third parties. Furthermore, Alpha Holdings may proceed with the issuance of instruments (such as the Notes) in order to raise regulatory capital.

Alpha Holdings is the parent of the Bank and owns all of its shares.

Galaxy Transaction

On 22 June 2021, the Bank announced the completion of the Galaxy transaction (the "**Galaxy Transaction**") with Davidson Kempner, pursuant to the signed definitive agreement signed between the parties on 22 February 2021. The Galaxy Transaction included:

(a) the sale of 80 per cent. of its loan servicing subsidiary, Cepal Services and Holdings S.A. (at that time doing business as "Cepal Holding Single Members S.A.") ("**New CEPAL**"); and

(b) the sale of 51 per cent. of the mezzanine and junior securitisation notes of the €10.8 billion NPEs portfolio (the "**Galaxy Securitisations**"),

to certain entities managed and advised by Davidson Kempner.

Upon the completion of the Galaxy Transaction, the Bank entered into an exclusive long-term servicing agreement with New CEPAL for the management of its existing Retail and Wholesale NPEs in Greece, as well as any future flows of similar assets and early collections. The term of the servicing agreement, which includes market standard terms and conditions (including key performance indicators, indemnities, etc.), is 13 years, with an option to extend.

Following the Bank's applications under HAPS pursuant to Law 4649/2019 for the inclusion of the Galaxy Securitisations SPVs (i.e. Orion X DAC, Galaxy II DAC and Galaxy IV DAC) to the Hellenic State's guarantees on the senior notes of such securitisations, Ministerial Decisions n. 2/47309/0025 /14.6.2021-Galaxy II DAC, 2/47306/0025/14.6.2021-Galaxy IV DAC and 2/47307/0025/14.6.2021-Orion X DAC (Governmental Official Gazette B2602/17.6.2021) approved the affiliation to the program. The HAPS guarantee entered into force on 20 July 2021, being the signing date of the government guarantee.

2021 Capital Increase of Alpha Holdings (Project Tomorrow)

Following the completion of an offering of shares of Alpha Holdings and pursuant to the resolution of the Board of Directors dated 30 June 2021, the offer price was set, at the recommendation of the global coordinators and bookrunners, at €1 per new share and the final number of new shares to be issued was set at 800,000,000. On 8 July 2021, the Board of Directors of Alpha Holdings verified the certification of payment of the subscription funds of the combined offering and the successful completion of the share capital increase.

2021 Share Capital Increases of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 23 July 2021 approved, among other things, an increase in the share capital of the Bank by €100,000,000 through payment in cash and the issuance of 1,000,000,000 new common, registered, voting shares, each of nominal value of €0.10 (the "**New Shares**") and set the offer price at €1.00 per New Share and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 85152/28.7.2021 of the Ministry of Development and Investments. The total difference between the nominal value and the offer price of the new shares, i.e. the amount of €900,000,000, was registered to a special account under the title "issuance of shares above par value". The said share capital increase was fully subscribed and paid for by Alpha Holdings, whilst the Board of Directors at its meeting of 26 August 2021 verified the certification of payment of the subscription funds.

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 23 December 2021 approved, among other things, the increase of its share capital to €16 billion, through payment in cash and the issuance of new common, registered, voting shares, each of nominal value of €0.10 and set the offer price at €1.00 per New Share and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2556610ΑΠ/29.12.2021 of the Ministry of Development and Investments. The said share capital increase was fully subscribed and paid for by Alpha Holdings, whilst the Board of Directors at its meeting of 28 January 2022 verified the certification of payment of the subscription funds.

2021 Share Capital Decrease of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 25 October 2021 approved, among other things, the share capital decrease of the Bank by way of distribution in kind by the amount of €10,825,250 through cancellation of 108,252,500 common, nominal shares with voting rights, of a nominal value of €0.10 each, that were held by the sole shareholder of the Bank, Alpha Holdings, and the distribution in kind to the said shareholder of 2,042.5 mezzanine and 14,285.15 junior securitisation notes owned by the Bank and issued on 8 October 2021 by COSMOS SECURITISATION DESIGNATED ACTIVITY COMPANY, based in Ireland (1-2 Victoria Buildings Haddington Road Dublin, Dublin 4, D04 XN32, Ireland), with company registration number 700585 of a total value equal to the amount of the reduction of the Bank's share capital. The amendment of article 5 of the Articles of Incorporation of the Bank was approved by virtue of decision no. 2473250/27.10.2021 of the Ministry of Development and Investments.

2022 Share Capital Decrease of Alpha Holdings

The Extraordinary General Meeting of the Alpha Holdings that took place on 22 July 2022 approved, among others, the decrease of its share capital in kind, by decreasing the nominal value of each ordinary share issued by Alpha Holdings by €0.01 and by distributing to its Shareholders shares issued by "Galaxy Cosmos Mezz Plc" based in Cyprus (33 Vassilissis Freiderikis Street, Palais D'Ivoire House, 2nd Floor, 1066 Nicosia, Cyprus) with company registration number HE433604, with a value corresponding to the value of the share capital decrease of Alpha Holdings, at a ratio of 1 share of Galaxy Cosmos Mezz Plc for every 27 shares of Alpha Holdings already held by its shareholders. Following such share capital decrease, Alpha Holdings' total share capital amounted to €680,749,266.85 and the total number of shares remained unchanged, i.e. 2,347,411,265 ordinary shares with voting rights of a nominal value of €0.29 each. The amendment of article 5 of the Articles of Incorporation of the Bank was approved by virtue of decision no. 2676313ΑΠ/9.8.2022 of the Ministry of Development and Investments.

2022 Share Capital Increase of Alpha Holdings

The meeting of the Board of Directors of Alpha Holdings that took place on 26 October 2022 approved its share capital increase by €230,990.51 due to the exercise of stock options rights by 36 beneficiaries ('material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.29 per share, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolution of the Board of Directors dated 21 July 2022 and 26 October 2022. Following such increase in share capital, Alpha Holdings' share capital amounted to €680,980,257.36 divided into 2,348,207,784 common, registered shares with voting rights at a nominal value of €0.29 each. The Board of Directors at its meeting of 1 December 2022 verified the certification of payment of the funds of the share capital increase.

2022 Share Capital Increase of the Bank

The Self-Convened Extraordinary General Meeting of Shareholders of the Bank that took place on 10 October 2022 approved the increase of its share capital to €9 billion, through payment in cash and the issuance of new common, registered, voting shares, each of nominal value of €0.10 and set the offer price at €1.00 per New Share and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2837321ΑΠ/28.11.2022 of the Ministry of Development and Investments. The said share capital increase was fully subscribed and paid for by Alpha Holdings, whilst the Board of Directors at its meeting of 15 December 2022 verified the certification of payment of the subscription funds.

2022 Share Capital Decrease of the Bank

The Self-Convened Extraordinary General Meeting of the Bank that took place on 7 December 2022, approved the decrease of its share capital by the amount of €519.799.924,61, by decreasing the nominal value of each ordinary share issued by the Bank by €0.01 and forming a dedicated reserve equal to €519.799.924,61, and the amendment of article 5 of the Articles of Incorporation of the Bank, which was approved by virtue of decision no. 2861694ΑΠ/22.12.2022 of the Ministry of Development and Investments.

2023 Share Capital Increase of Alpha Holdings

The meeting of the Board of Directors of Alpha Holdings that took place on 26 January 2023 approved its share capital increase by €203,227.07 due to the exercise of stock options rights by 84 beneficiaries ('material risk takers') of Alpha Holdings and its affiliated companies, at an offer price of €0.29 per share, pursuant to the resolution of the Ordinary General Meeting of Shareholders dated 31 July 2020 and to the relevant resolutions of the Board of Directors dated dated 30 December 2020, 16 December 2021 and 26 January 2023. Following such increase in share capital, Alpha Holdings' share capital amounted to €681,183,484.43 divided into 2,348,908,567 common, registered shares with voting rights at a nominal value of €0.29 each. The Board of Directors at its meeting of 23 February 2023 verified the certification of payment of the funds of the share capital increase.

BUSINESS OF THE GROUP

Introduction

Alpha Holdings was established in 1879 as the banking branch of "J.F. Costopoulos & Company".

Following the Hive Down (as further described in "*The Group – Hive Down*" above), Alpha Holdings (under G.E.MI. number 223701000 and Tax Identification Number 094014249) became the holding company of the Group and the Bank was incorporated and registered in the Hellenic Republic as a limited liability company (under G.E.MI. number 159029160000 and Tax Identification Number 996807331) as the operating company of the Group. Alpha Holdings is the parent of the Bank and owns all of its shares.

The telephone number of Alpha Holdings and Alpha Bank is +30 210 326 0000, the website of Alpha Holdings is https://www.alphaholdings.gr/en and the website of Alpha Bank is https://www.alpha.gr/en.

The registered address of each Issuer is 40 Stadiou Street, GR-105 64 Athens, Greece.

The Group is subject to supervision by the ECB/SSM, the Bank of Greece, the Hellenic Capital Market Commission (the "**HCMC**"), the Greek Ministry of Development and Investments and is subject, amongst other things, to banking, securities and accounting legislation in force.

The scope of business of Alpha Holdings as set out in Article 4 of its Articles of Incorporation is the following:

(a) the direct and indirect participation in domestic and/or foreign companies and undertakings that already exist or are to be established, of any form and object whatsoever;

(b) the design, promotion and distribution of insurance products in the name and on behalf of one or more insurance undertakings in the capacity of insurance agent in accordance with applicable legislation;

(c) the provision of supporting accounting and tax services to affiliated companies and third parties as well as the elaboration of studies on strategic and financial management; and

(d) the issuance of securities for raising regulatory capital.

In order to serve the scope of business described above, Alpha Holdings may in particular:

> (a) establish branches in Greece or abroad, subsidiaries or undertakings and form joint ventures in Greece or abroad;
>
> (b) participate in any company or undertaking of any form whatsoever, newly-established, operating or not, in Greece or abroad;
>
> (c) cooperate in any way and conclude any kind of agreements with any natural or legal person or organisation; and
>
> (d) guarantee and issue letters of guarantee in favour of companies in which it participates, and/or provide loans or credit of any form to the companies in which it participates as well as carry out any kind of action, operation or transaction which, directly or indirectly, is pertinent, complementary or auxiliary to serving its scope of business.

The activities of the Group are divided into six business units, with enhanced management and administrative responsibilities. The management of its overall strategy and the coordination of activities between business units is undertaken by its Executive Committee.

In the third quarter of 2022, the Executive Committee, which is the ultimate decision maker on the basis of which segment performance is targeted, monitored and assessed, decided to proceed to the change of the operating segments through which it manages the Group's activities in order to be consistent with the organisational and operational changes that resulted from the implementation of the Group's transformation programme. The allocation of activities to the new operating segments reflects a customer-centric approach with emphasis on client asset management operations, the operation of the international business network and the management of NPEs.

At the income-generation level the Group operates the following business units:

Retail Banking Customers

This unit includes all individuals (retail banking customers), self-employed professionals, small and very small companies operating in Greece. This unit offers all types of deposit products (current account, saving accounts, term deposits, etc.), debit and credit cards and loan facilities (mortgages, consumer, corporate loans, leasing products, letters of guarantee/letters of credit, etc.). It also offers insurance and bancassurance products.

Medium & Large Companies

This unit includes all medium and large companies, including shipping companies and companies that cooperate with the Wholesale Banking and Investment Banking departments. This unit offers working capital facilities, corporate loans, leasing products, factoring services, letters of guarantee/letters of credit, etc. It also offers investment banking services, including financial advisory services.

Asset Management & Treasury

In this unit asset management services offered through the Private Banking units and the subsidiaries Alpha Finance and Alpha Asset Management AEDAK are included, as well as the income related to the sale and management of mutual funds. This operating segment also includes the management of institutional customers and cash management activities in the interbank market (foreign exchange, bonds, futures, IRS, interbank investments/placements, etc.).

International Operations

This unit icludes all products and services provided by the Group through its international network in Cyprus, Romania and United Kingdom.

NPEs

This unit includes the management of non-performing assets within the Group, as well as any company established for the purpose of managing these financial and related fixed assets. It also includes the investments and shares obtained from loan repossession.

Other / Elimination Centre

This unit includes operations of the Group that are not related with banking activities, such as investment companies, venture capital companies and real estate companies. In addition, this segment includes (a) the notes of the Galaxy and Cosmos securitisation transactions held by the Group and (b) intersegment eliminations.

Retail Banking

The Bank is a major participant in the retail banking sector in Greece and as at 31 December 2022 had a domestic network of 270 branches, seven private banking (customer service) centres and seven commercial centres. Each Greek branch network is supported by a nationwide network of 1,286 ATMs. Its retail banking activities and products include deposits, investment products, distribution of bancassurance and standard insurance products (most commonly, policies attached to mortgage sales), banking activities on commission (mutual funds, credit cards, capital transfers, brokerage activities and payroll services), loans to individuals (consumer and housing loans) and loans to small-sized firms.

Retail deposits

The retail deposits of the Greek private sector increased by €6.2 billion at the end of December 2022 on a year-on-year basis (Source: *Bank of Greece, Bank Deposits*). The Bank's market share of retail deposits reached 21.37 per cent. at the end of December 2022, while the overall market share in Greek deposits at the end of December 2022 stood at 22.04 per cent. (Source: *Market Shares, Internal Report from Strategy Division*).

Retail loans

Loans to customers measured at amortised cost (before provision for impairment losses) of retail lending (which includes loans to small businesses) on a consolidated basis amounted to €14.2 billion as of 31 December 2022, whereas for Greece they stood at €12.0 billion.

Lending to Individuals

During 2022, households faced a plethora of difficulties. It was the year the term “permacrisis” appeared in order to express an unprecedented adverse macroeconomic environment across the globe. Despite the downward trends in the retail lending market, the Bank has maintained its position as one of the leading banks in the retail credit market by offering a full range of products designed to cover all personal and housing needs

The Bank offers housing loans with variable or fixed rates that finance the purchase of a house or land, as well as construction, renovation, extension or repair works.

Regarding consumer loans, the Bank offers a wide variety of consumer finance solutions through a consumer loans product mix that has been designed to respond to the needs of its retail banking customers. The Bank's consumer loans are offered either with variable or fixed rates and finance either specific needs (such as purpose loans for car acquisition, educational purposes or home equipment) or other personal needs.

During 2022, the Bank continued to focus on alleviating the negative effects of the COVID-19 pandemic, by providing relief to affected individuals. The state subsidy programme “Gefyra” for the support of households affected by the COVID-19 pandemic, which the Bank participated in, was finalised as of 30 June 2022. The programme provided state support in the form of instalment subsidies for a certain time period to loans secured with the borrower’s main residence as collateral. More than 110,000 customer requests were submitted in the relevant platform of the programme.

In the consumer loans sector, 2022 ended with disbursements exceeding €210 million marking an increase of 20 per cent. compared to 2021.

Key to this significant increase was the launch of the new consumer loan product "My Alpha Quick Loan" through the Bank's digital channels, which was accompanied by a media campaign, as well as systematic training sessions and further mobilisation of the branch network officers.

In addition, in the context of the European requirements for sustainability and green growth, the Bank continues to support and enhance its wide range of green loans under the "Alpha Green Solutions" umbrella, which aim to meet needs such as the purchase or construction of energy-sustainable new homes, the energy upgrade of existing ones, and the purchase of an electric or hybrid car/motorcycle, on particularly favourable terms.

Moreover, in 2022, the Bank actively participated in state programmes aimed at reducing its energy footprint, such as the "Exoikonomo 2021" programme, the "Recycle-Change Device" programme and the “e-Astypalea” programme. The Bank, being the only bank with a presence on the island of Astypalea, is an integral member of the local community, contributing to the initiatives of the authorities for the creation of a model island of clean mobility. For its participation in this programme the Bank received two gold awards at the Hellenic Responsible Business Awards in the categories "Responsible Product / Affinity Marketing / Cause-Related Marketing" and "Sustainable Cities & Communities" and a silver award at the Environmental Awards 2022. Finally, in 2022, the Bank maintained its strong market share in consumer loans offered through partners active in the field of car sales and other durable goods, strengthening the sales team with new executives and utilising the existing wide network of partners.

As of 31 December 2022, the carrying amount (before allowance for impairment losses) of the Bank's mortgage loans measured at amortised cost stood at €7.3 billion, after the successful completion of the Galaxy Transaction.

The Group's carrying amount of consumer loans (before allowance for impairment losses) carried at amortised cost amounted to €1.6 billion as at 31 December 2022.

Payment cards

The Bank has a leading position in the Greek cards market. The Bank's debit, credit and prepaid card portfolio exceeds four million cards. As regards credit cards, the Bank maintains significant market share in terms of both billings and balances. As regards the total cards portfolio, the sales volume for 2022 was approximately €11.5 billion, increased by 21 per cent. compared to 2021, whereas outstanding balances amounted to €714 million as at 31 December 2022.

In the acquiring sector, there were significant developments for the Bank at the end of June 2022. The Bank has carved out its merchant acquiring business unit by way of spin-off to a new entity that received a payment services institution license and has successfully completed the closing of the transaction with Nexi. The signing of this agreement marked the initiation of Nexi Payments Greece and the willingness of the two entities to join forces to transform merchant solutions in Greece and pave the way for a new era of digital payments in the country.

Corporate Banking

Corporate Banking

The Bank provides a wide range of corporate banking products and services to Greek companies, multinational corporations operating in Greece and, to a smaller extent, public sector entities. The Bank's Corporate Banking division mostly serves corporate clients with an annual turnover of at least €75 million and its portfolio is mainly composed of companies operating in the manufacturing, wholesale and retail trade, construction, real estate, energy, fuels and infrastructure sectors.

The Bank offers a variety of complementary solutions for its clients. These range from corporate and transactional banking solutions to investment products and services, including short-term loan facilities (i.e. working capital), long-term solutions (i.e. term loans), letters of guarantes and leasing-factoring through the Bank's specialised affiliates. Cash management services are also offered to clients for collecting receivables, managing payables, managing cash, trade finance services, treasury and money market instruments (i.e. foreign exchange transactions). The Corporate Banking division collaborates with a centralised and specialised team which arranges and participates in syndicated loans addressed to large-sized companies and also organises, on a bilateral basis, debt restructuring transactions according to clients' financial needs.

Commercial Banking

The Bank provides services to companies located on the Greek mainland and islands. The Bank services hotel and hospitality enterprises with credit limits over €1.5 million and annual turnover over €5 million and additionally, all other companies operating outside the hotel and hospitality sectors with credit limits over €1.5 million and annual turnover between €5 million and €75 million.

In order to provide qualitative services and appropriate solutions to each client, customised expertise is divided between two divisions. The Commercial Centres Division serves the clients of the Greek mainland that operate in sectors outside of hospitality and tourism, whilst the Hospitality and Tourism Division provides services to clientele located on the Greek islands, as well as to all companies in Greece operating in tourism and hospitality.

The Bank's centralised customer relationship management system offers a wide spectrum of tailor made solutions to meet its clients' needs. In addition, the Bank provides a wide range of other products and financing tools with the support of supranational organisations, the Entrepreneurship Fund and the Hellenic Development Bank.

Shipping Finance

The Bank has been successfully involved in shipping finance for over 25 years, providing specialised products and services (fund transfers, branch operations, hedging solutions, etc.) to Greek-owned ocean-going shipping companies and coastal shipping companies.

Despite the fluctuations in the freight markets and world economy, Greek shipowners continue to demonstrate their commitment and strong position in the shipping industry. Bank lending remains the main means of raising funds and the Bank will continue to aim for the best possible response to its customers' needs.

Alpha Leasing S.A.

Alpha Leasing S.A., established in 1981, is a wholly owned subsidiary of the Bank, and provides a wide range of financial leasing services and products to its customers. Alpha Leasing S.A. is service-oriented, focusing on the selective implementation of its customers' investment plans (1,948 customers as at 31 December 2022), while securing low risk and acceptable return levels for its portfolio. As at 31 December 2022, total receivables from leasing (after allowance for impairment losses) amounted to €201 million (compared with €384 million at 31 December 2021). As at 31 December 2022, Alpha Leasing S.A. had 36 employees (compared with 36 at 31 December 2021).

ABC Factors Single Member S.A.

Through ABC Factors Single Member S.A., the Bank provides a wide range of factoring services (domestic factoring with and without recourse, reverse factoring, invoice discounting, accounts receivables control, management and collection services, import and export factoring and forfaiting). Upon its establishment in 1995, ABC Factors Single Member S.A. was a pioneer of factoring services and has held a dominant position in the Greek factoring market based on the value of the assigned receivables and profit before taxes, according to a comparative analysis of the competition (Source: *Hellenic Factoring Association*). For the period from 1 January to 31 December 2022, the turnover of ABC Factors Single Member S.A. (amount of trade receivables) amounted to €6.70 billion (compared to €4.68 billion for the same period of 2021). As at 31 December 2022, the company had 77 employees. ABC Factors Single Member S.A. is a full member of Factors Chain International (a global organisation for open accounts trade receivables financing) as well as of the International Trade and Forfaiting Association.

Asset Management & Insurance

The Asset Management & Insurance segment includes private banking, asset management, and insurance services.

Private Banking Unit

Since 1993, the Bank has been providing a full range of portfolio management services as well as upgraded banking services to high net worth clients. The services are provided under the trade name "Alpha Private Bank" by a network of six exclusively designated 'Private Banking Centres' and one Private Banking Centre accommodating assets in Greece and abroad.

The unit, operating under the supervision of the General Manager – Wholesale Banking and with support from a team of portfolio counsellors and analysts, provides the Bank's upper client segment with optimised portfolio management solutions under the Discretionary, Advisory, Transactional Advisory and Execution Only framework. The sales team consists of 50 specialised and certified private bankers. As of 31 December 2022, the unit's total assets under management stood at €5.2 billion and 6,600 investment portfolios, contributing approximately €32.0 million in gross revenues.

Since 2018 and aiming at improving its Private Banking "Customer Journey" through the enhancement of investment services, the unit introduced the:

- "InvestoR" Electronic Platform which provides flexibility and automation of the advisory investment process, in full compliance with MiFID II;
- use of mobile devices (tablets) in the provision of private banking services, facilitating direct and personalised communication between the private banker and the customer;
- use of the electronic client signature (e-signature) that, combined with the utilisation of tablets for the completion of the InvestoR session and the remittance of investment orders, enhances transaction efficiency and client experience; and
- consolidation of the Alpha Private Bank Customer Phone Service, which provides swift and secure specialised banking services to Private Banking customers during extended working hours without visiting an Alpha Bank branch.

In recognition of the consistent high quality that defines the Bank's Private Banking services, Alpha Bank was named "Best Private Bank in Greece" for 2018, 2019, 2020, 2021 and 2022 by the internationally acclaimed publications "Professional Wealth Management (PWM)" and "The Banker" of the Financial Times Group.

Alpha Asset Management M.F.M.C.

Alpha Asset Management M.F.M.C., established in 1989, is a Greek management company organised under Directive 2009/65/EC, duly authorised and supervised by the competent Greek supervisory authority, the HCMC. Alpha Asset Management M.F.M.C is involved in the management of mutual funds (UCITS), offered to retail and institutional investors, while it also offers asset management services (discretionary portfolio management) to institutional investors, such as pensions funds, insurance companies and other entities. It is a wholly-owned subsidiary of the Bank.

Alpha Asset Management M.F.M.C. holds a leading position in Greece in the areas of mutual fund management and discretionary portfolio management. As of 31 December 2022, it enjoyed a market share of 21.24 per cent. in the domestic mutual funds industry (Source: *Hellenic Fund & Asset Management Association*), offering 26 mutual funds (€2.31 billion, as of 31 December 2022), domiciled in Greece and in Luxembourg, that cover all major asset classes and geographies. As of 31 December 2022, total assets under management stood at €3.1 billion, of which €694 million refer to discretionary segregated accounts managed for institutional investors.

In December 2018, Alpha Asset Management M.F.M.C. became a signatory to the United Nations-backed "Principles for Responsible Investments" initiative. The Group's ESG Policy contains guiding principles to be applied by Alpha Asset Management M.F.M.C. to ensure that information on ESG risks and opportunities is appropriately incorporated into the investment management process.

Alphalife Insurance Company S.A.

Alphalife Insurance Company S.A., a wholly owned subsidiary of Alpha Holdings, is a life insurance company (licensed and supervised by the Bank of Greece) and is active exclusively in the bancassurance market of investment and pension life insurance products, solely through the branch network of the Bank.

Despite the fact that the commencement of its business in 2010 coincided with the economic recession in Greece, there has been an increase in premium production, in the portfolio of insurance contracts and in reserves and assets under the management of Alphalife Insurance Company S.A. during the period between 2010 and 31 December 2022. Key figures for the period ended 31 December 2022 are: insurance premiums received of €181 million, assets under management of €767 million and profits before income tax of €12 million.

Investment Banking and Treasury

Investment Banking

The Investment Banking unit includes the activities of Corporate Finance, Structured Finance and Real Estate Investments, as these are described below.

The Corporate Finance Division is comprised of three units (Capital Markets, Financial Advisory Services and Real Estate Investment Services), whose main activities are outlined below:

Capital Markets and Financial Advisory Services

The Capital Markets and Financial Advisory Services arm offers services relating to mergers and acquisitions, restructurings, privatisation projects, valuations, capital markets transactions in equity and corporate bonds, public tenders and concessions and holds a leading position among the local investment banking units.

On the Capital Markets side, the Corporate Finance Division provided, in 2022, underwriting advisory services for the issuing and listing of corporate bonds on ATHEX to Premia Properties S.A. (€100 million), SafeBulkers Participations Plc, (€100 million), Lamda Development S.A. (€230 million) and CPLP Shipping Holdings Plc (€100 million). It also acted as issue adviser and co-lead underwriter on the initial public offering of Dimand S.A., in which €113 million (including the over-allotment option) was raised. The listing of Dimand's shares on the ATHEX was the first substantial listing of a company on ATHEX since 2014. Continuing its dynamic role in capital markets transactions, the division has undertaken also the role of the issue adviser and co-lead underwriter for Optima Bank S.A. on its initial public offering, which is expected to be completed within 2023.

Additionally, during 2022, the division acted as a financial adviser to Panagiotis G. Nikas S.A. Industrial and Commercial Company, in order to support the board of directors of the company to provide its reasoned opinion in connection to the mandatory tender offer of Cryred Investments Limited and as an adviser for the share capital increase with in kind contribution to IDEAL Holdings SA. It also acted as an adviser to Allianz SE for the voluntary tender offer submitted for the acquisition of European Reliance SA shares and to Mr. Georgios Gerardos for the voluntary tender offer submitted for the acquisition of PLAISIO Computers SA shares.

Furthermore, advisory services were also offered to private companies trading on ATHEX in connection with share capital increases, corporate bond issuances and tender offers, which are expected to close in 2023.

With respect to Financial Advisory Services, in 2022, the Corporate Finance Division continued providing financial advisory services in complex landmark privatisation projects. Specifically, in the context of the tender process for the upgrade and operation of the Egnatia motorway through a concession agreement, for which the

Bank has undertaken the role of exclusive financial adviser to HRADF, the Bank continued providing advisory services to HRADF with the aim of finalising the contractual documents of the transaction, with a total value of €1.5 billion. Furthermore, the Bank continued providing financial advisory services to HelleniQ Energy SA (former Hellenic Petroleum S.A.) with respect to the privatisation of DEPA Infrastructure S.A. and DEPA Commercial S.A. The privatisation of DEPA Infrastructure S.A. completed in September 2022 with a total consideration of €733 million. Additionally, the division acts as buy side financial adviser to a Greek listed company for a cross border acquisition and as buy side financial advisor to a consortium participating in the tender process of HRADF for the Attica ring road concession.

The Bank also completed landmark M&A transactions for large clients in the private sector. More specifically, the division acted as buy side financial adviser to an energy group for a contemplated transaction in the electricity and renewable energy sector and as sell side financial adviser to an FMCG company for a contemplated disposal of certain assets. In the context of Skyline transaction, the division continued providing financial advisory services to the Bank for the formation of a consortium in the Greek real estate market, by supporting the implementation of the tender process and the assessment of the binding offers submitted, that lead to the announcement of the consortium Dimand S.A. - Premia Properties REIC as preferred investor. In addition, the division acts as an exclusive financial adviser to the listed companies BriQ Properties REIC ("**BriQ**") and Intercontinental International REIC ("**ICI**") as well as to the latter's main shareholder, for a deal asset transaction and the merger via absorption of ICI by BriQ.

Real Estate Investments Services

Real Estate Investments Services undertakes the management, operation, formulation and execution of related strategic and business plans for real estate assets in Greece and South Eastern Europe acquired as a result of the enforcement of security under loan facility agreements. The aim of the Real Estate Investments Services unit is to safeguard and maximise recovery value of those assets, as well as to secure their efficient and risk-fenced management through the establishment of SPVs. The Real Estate Investments Services unit acts as one of the internal real estate commercialisation channels in close collaboration with Alpha Real Estate S.A., the Bank's subsidiaries in South Eastern Europe and other external partners.

In 2022, the Real Estate Investments Services unit concluded sales of real estate assets under management in Greece and Romania totalling €8.8 million. These included the sale of:

- a commercial asset in Bistrita, Romania for a total consideration of €2.6 million;
- a commercial asset in Bistrita, Romania for a total consideration of €3.1 million; and
- 33.33 per cent. of an special purpose vehicle holding a retail asset in Romania, for a total consideration of €3.1 million.

Structured Finance

The Bank holds a leading position in the Greek structured finance market, offering project financing on a non-recourse basis for large projects, either on a bilateral or a syndicated basis, in Greece and abroad. Examples of large projects include:

- infrastructure (motorways, airports, ports, fibre optic networks, etc.);
- energy (renewables, co-generation and thermal power plans, power distribution networks); and
- commercial real estate and institutional hospitality.

In 2022, the Structured Finance Division was actively involved in arranging major re-financings and new financings on a syndicated or bilateral basis in the power sector, with a focus on renewable energy sources and power distribution networks, in concessions in the transportation sector as well as in commercial real estate and institutional hospitality. At the same time the Bank's global footprint expanded through its participation in prominent new debt transactions in the UK, Spain, Portugal, Italy, Turkey and Romania.

In the field of advisory services, the Structured Finance Division acts as adviser to the Hellenic Republic Asset Development Fund (TAIPED) as well as to consortia of private investors for privatisations.

On the basis of existing mandates regarding the arrangement of financing for various projects, the volume and the performance of the loan portfolio are expected to increase in the following years, with business growth driven primarily by projects in the renewable energy sector, infrastructure projects, public-private partnerships and the development of income-producing properties.

Alpha Finance Investment Services Single Member S.A.

Established in 1989, Alpha Finance Investment Services Single Member S.A. is one of the oldest members of ATHEX. As an investment services provider regulated by the HCMC, it offers, *inter alia*, brokerage services in domestic and international equities and derivatives, as well as research. Alpha Finance Investment Services Single Member S.A. is a member of ATHEX, ENEX and the Cyprus Stock Exchange. The firm follows an open architecture strategy to broaden and diversify the investment options of its clients. It offers a wide range of investment services as well as access to the largest international stock exchanges. Alpha Finance Investment Services Single Member S.A. acts as a market maker for the stock and derivatives markets of ATHEX.

For the 12-month period ending 31 December 2022, Alpha Finance Investment Services Single Member S.A. reported profit after tax of €1.1 million compared to €2.7 million for the year ended 31 December 2021. Revenues from commissions as of 31 December 2022 decreased by 12 per cent. compared to the year ended 31 December 2021, to reach €9.8 million. Shareholder's equity as of 31 December 2022 stood at €30.7 million compared to €29.5 million on 31 December 2021.

Treasury

The Bank participates in the interbank spot, money, bond and derivatives markets. Its use of sophisticated systems to measure risk, along with the Bank's conservative trading profile, have contributed to risk limitation, enhancement of flexibility in adapting to changing market conditions, and improved performance. The Treasury Division is particularly active in both the Greek primary and secondary bond markets as well as in the primary and secondary European and international debt capital markets.

International

The Group is active in South Eastern Europe and has a presence in Cyprus and Romania. It has a presence in the United Kingdom through the Bank's subsidiary Alpha Bank London Limited and, following relevant ECB/SSM guidelines driven by Brexit, the Bank in June 2020 established a branch in Luxembourg to which the activities of the Bank's branch in London were transferred, following which the London branch ceased its operations. As at 31 December 2022, the Group had a total of 146 branches and 2,454 employees in South Eastern Europe and Luxembourg.

As at 31 December 2022, loans and advances to customers (net of allowance for impairment losses) reported under the segment of South Eastern Europe (Romania and Cyprus) amounted to €3.8 billion corresponding to 9.7 per cent. of total loans and advances to customers (net of allowance for impairment losses) of the Group on a consolidated basis, while due to customers amounted to €5.3 billion corresponding to 10.6 per cent. of total due to customers of the Group on a consolidated basis.

Other Activities

Alpha Astika Akinita A.E.

Alpha Astika Akinita S.A. was founded in 1942 and since 1999 the company's shares have been listed on ATHEX. The company operates mainly in the Greek real estate market. It also extends its activities to the markets of Romania, Bulgaria and Cyprus through its subsidiaries, Alpha Real Estate Services S.R.L., Alpha Real Estate Bulgaria E.O.O.D. and Alpha Real Estate Services L.L.C.

The main objective of Alpha Astika Akinita S.A. is to manage and value real estate properties as well as the rights relating to real estate owned by the Group. Furthermore, the company provides property management services, brokerage services, appraisals, technical consultations and comprehensive services for enhancing real estate exploitation owned by third parties. Regarding its property management services, brokerage, property valuation, investment appraisals, project management and evaluation of property development projects, Alpha Astika Akinita S.A. has been certified with ISO 9001.

Moreover, the company owns 18.42 per cent. of the share capital of Propindex S.A., a company which creates, calculates and produces indicators related to the real estate market.

Custodial Services

The Bank has a specialised organisational unit that performs custodial functions servicing local and foreign institutional investors and retail clients. As at 31 December 2022, total assets under the Bank's custody were approximately €9.0 billion as follows:

- the value of the institutional clientele's portfolio amounted to approximately €5.1 billion, while the fee and commission income from 1 January 2022 to 31 December 2022 amounted to approximately €3.1 million. The main categories of institutional clients under custody are insurance companies, institutions for occupational retirement provision, banks and asset management companies;

- the value of the retail clientele's portfolio amounted to approximately €2.8 billion while the portfolio maintenance commissions between 1 January 2022 to 31 December 2022 amounted to approximately €1.7 million; and

- the value of Alpha Holdings' portfolio amounted to approximately €1 billion while the fee and commission income from 1 January 2022 to 31 December 2022 amounted to approximately €0.08 million.

NPE Management

In a challenging economic environment, the Bank set as a paramount objective the effective management of NPEs, as this will lead not only to the improvement of the Bank's financial strength but also to the release of funds towards households and productive business sectors contributing to the development of the Greek economy in general.

In this context, the Bank continued its NPE reduction effort in 2022, allowing the year-end NPE balances to land close to the original NPE target, representing an NPE ratio of 8.2 per cent. An NPE reduction of approximately €1.6 billion was achieved through a mix of organic management actions (i.e. cures, partial debt forgiveness, collateral-based recoveries and other closing procedures) and inorganic management actions. Total NPE securitisations and related transactions within 2022 (Projects Hermes, Solar, Light and WHL Single Tickets) amounted to €1.4 billion as a result of a dedicated effort towards achieving the initial NPE reduction target. The dedicated efforts on organic and inorganic NPE management resulted in a contained net NPE formation of €0.1 billion in 2022. This was the outcome of the following combined actions and initiatives within 2022:

- close monitoring of Cepal Hellas by setting specific targets for each type of management action;
- new targeted campaigns to tackle the adverse economic environment that prevailed during 2022 (e.g. increased interest rates and inflation) and encourage borrowers to participate in subsidy programmes (i.e. GEFYRA I and GEFYRA II);
- coordinated actions with the Greek Ministry of Finance and the Hellenic Bank Association for new restructuring options available to borowers following the end of the GEFYRA I and GEFYRA II subsidy programmes; and
- effective human resources management focusing on know-how and training, which is further improved through attracting specialised executives.

The Bank, through a series of organic NPE management actions will aim to significantly reduce NPEs for the period 2023 to 2025 in accordance with the 2023-2025 Strategic Plan. These initiatives are expected to lead to a significant reduction in the cost of risk as well as to the operating expenses related to NPE management.

The Bank's full commitment towards the active management and reduction of NPEs over the business plan period is reinforced through the constant review and calibration of the Bank's strategies, products, and processes to the evolving macroeconomic environment.

Distribution Network

Branch Networks

The Bank's presence in Greece and other countries in which it operates is supported by a network comprising 430 branches as at 31 December 2022, which includes approximately 270 retail branches in Greece, seven commercial centres in Greece, seven Private Banking customer service centres in Greece and 146 retail branches outside Greece.

myAlpha

The Bank's pillar "myAlpha" includes all electronic services and electronic products, for individuals and businesses, such as "myAlpha Web", "myAlpha Mobile" and "myAlpha Phone", as well as the digital wallet "myAlpha wallet".

e-Banking

Following enrolment to e-Banking, the Bank's customers can access their banking products and carry out transactions via a computer and myAlpha Web or their mobile phone and the myAlpha Mobile app.

In 2022, new e-Banking registrations increased by 38.14 per cent. (compared to 2021), thus exceeding 417,965 new subscribers, while 7 out of 10 new customers chose to register for e-Banking remotely. Similarly, the number and value of transactions via e-Banking also increased by 16.55 per cent. and 19.47 per cent. respectively (each compared to 2021).

The Bank continued to develop online products, reflecting the ever-changing needs of its customers and enabling them to carry out most of their transactions remotely without visiting a branch.

myAlpha Web

"myAlpha Web" for individuals, which became available in May 2021, incorporated new functionalities, such as the ability for the Bank's customers to update their personal details directly via the Greek government's website without requiring a physical visit to a branch, the immediate activation of dormant accounts, the online loan application, as well as a dark mode version, for better usability and convenience.

Active users of "myAlpha Web" for individuals continued to grow in 2022, with a 0.49 per cent. increase in active users in 2022 compared to 2021.

myAlpha Mobile

"myAlpha Mobile" offers the Bank's customers modern solutions and services in order to enable them to carry out their transactions easily and quickly from their mobile devices.

To further simplify daily electronic transactions for the Bank's customers, new features were integrated in the myAlpha Mobile application in 2022, such as the Informative Push Notifications service, the application for new online products, the activation of dormant accounts as well as the ability to update personal information via the eGov-KYC service.

Customers' preference towards myAlpha Mobile was clear for 2022, with the users that carry out transactions via their mobile phone outnumbering the ones carrying them out via myAlpha Web. In fact, 8 out of 10 active customers with e-Banking credentials used myAlpha Mobile on a monthly basis, while the number and value of transactions via the application recorded an increase of 35 per cent. and 36 per cent. respectively.

In addition, a large number of new and existing customers chose the Bank for the issuing of their Fuel Pass, Fuel Pass II and Tourism Pass, the financial support to address the increase in the fuel cost and domestic tourism businesses, which were accessible via the myAlpha Mobile App. New e-Banking subscriptions due to passes increased by 50 per cent. in 2022 compared to 2021.

myAlpha Phone

myAlpha phone provides information to customers and helps them carry out transactions via an automated system or with the assistance of a call centre agent. This is particularly useful for customers with reduced mobility or visual impairments.

myAlpha Quick Loan

The Bank has recently introduced myAlpha Quick Loan, a fully digital consumer loan exclusively available via myAlpha Web and myAlpha Mobile. This loan offers individuals the opportunity to borrow between €500 and €5,000 in just a few minutes, through a simple and paperless process that does not require a visit to a branch. Credit decisions are made in real time, where the customer gets immediately informed of the outcome of the evaluation and upon approval receives the amount in the account they have chosen.

The vast majority of loan applications disbursed were made via mobile, representing 64 per cent. of all consumer loans (up to €5,000) and 40 per cent. of the total volume (loans up to €5,000) disbursed in 2022 by the Bank.

Electronic payment services

Digital Wallets

The digital wallets (Apple Pay, Google Pay, myAlpha Wallet, Garmin Pay and Xiaomi Pay) offered by the Bank to its customers continued their upward course in 2022, recording a significant increase, with the number of registered cards in myAlpha Wallet, Apple Pay and Google Pay exceeding 560,000, 775,000 and 527,000 respectively by the end of the year.

Electronic Services for Businesses

myAlpha Web for Businesses

myAlpha Web for Business Users has been enhanced with new features, such as the increase in the number of multiple transfers and the ability to save them in order to re-execute them, the ability to create an xml file for multiple transfers, the ability to carry out and save multiple payments, the increase of a transaction limit up to €500,000 without currency conversion, the ability to carry out urgent transfers in Greece and abroad (without currency conversion) but also with the option of OUR expenses (where the sender payas all the charges for the fund transfer and the beneficiary receives the ordered amount), as well as email alerts regarding the expiration of legalisation documents of legal representatives and web users, in order to inform customers ahead of time so they can complete the process of renewing the legalisation of their business.

In addition, the extension of business loans payments (payment of any amount to interdependent accounts, payment of overdue debts of disputed accounts, appearance of the next three instalments of the loan), the registration of post-dated orders in foreign currency, as well as the new online currency conversion service "WEB FX" were implemented in myAlpha Web for Business.

At the same time, at the beginning of the year, a new online product became available via myAlpha Web for Business Users: Alpha online Term Deposit for Business, with an initial capital of €50,000 and the possibility of early liquidation.

Active users of myAlpha Web for Businesses with at least one transaction increased by 8.5 per cent. in 2022 compared to 2021.

bizpay

In December 2022, the new innovative service "bizpay" for the management of business expenses was made available to the public. The Bank is the first Greek bank to provide such a service on the market. The bizpay service consists of the mobile bizpay app, which is the pillar of the service, and together with the bizpay cards and the management tool through myAlpha Web for Business, it provides a complete solution for the easy registration, monitoring and management of the corporate expenses of every business.

Alpha Mass Payments

"Alpha Mass Payments" is dedicated to collecting dues via standing orders and/or alternative networks, as well as carrying out mass payments (e.g. payroll, payment of suppliers etc.). The service's user-friendly interface offers features that allow users to create, send and monitor the progress of mass payment orders (e.g. payroll or payment of suppliers) and effectively serves SMEs.

Automated Banking Services

To enhance customer service and increase the efficiency of the Bank's ATM network while rationalising their operating costs, approximately 350 feasibility studies, primarily concerning the configuration of the network of off-site ATMs (withdrawals, relocations, new installations, replacements, adjustment of rentals etc.), were carried out in 2022 and cost-benefit reports were compiled on the operation of all off-site ATMs.

The Bank also installed 54 new ATMs (46 off-site and 8 in branches) and withdrew 60 ATMs (27 off-site and 33 due to changes in the branch network). All branch network ATMs offer online cash deposits and many payments can be made more easily and faster through the use of Barcodes/QR codes. Deposit transactions increased by 8.4 per cent. over the course of 2022 compared to 2021.

To better serve customers and to reduce the workload of branch tellers involving deposits and cash payments, the Bank has 440 automated payment systems installed in 261 branches, covering 96 per cent. of the branch network.

Alpha e-statements

During 2022, the promotion of digitalisation through the modification of the Alpha e-statements Service continued for all credit card and account holders. Customers are prompted to monitor their transactions through the myAlpha Web and myAlpha Mobile services. An email notification is sent on a monthly basis, as a reminder and in order to urge customers to check their transactions.

Use of the Bank's e-statements service, for credit card holders, continued significantly during the 2022 financial year, with around 29 per cent. of all credit card holders using the service.

Donations for Social Purposes

e-Banking supports donations to more than 100 different social purpose organisations.

Retail and Business Digital Onboarding

Regarding the remote registration of customers with the Bank, the Retail Onboarding service for individuals was launched in December 2020, offering prospective customers the opportunity to open an account, obtain a debit card as well as e-Banking credentials through their mobile phone without visiting the branch network. In 2022, 32 per cent. of the total new accounts were opened with the Bank through the service and specifically via the myAlpha Mobile application.

Similarly, the Digital Business Onboarding for Businesses service was introduced in August 2020 and further enhanced in February 2021, offering prospective corporate customers the opportunity to obtain a checking account and subscription to business e-Banking without visiting a branch. In 2022, 41 per cent. of new corporate customers chose to start their relationship with the Bank through www.alpha.gr.

Strategy

During an Investors’ Day event held on 7 June 2023, the Bank unveiled its 2023-2025 Strategic Plan, laying the foundations for creating value and empowering growth, by leveraging on the identity of its franchise, its distinctive positioning in highly specialised and profitable segments, its long-standing commitment to create shareholder value and its track record in delivering on its promises.

The 2023-2025 Strategic Plan announced was based on six clearly defined pillars that aim to drive profitability across the Group’s business units as outlined below.

Boost digital and focus on high-value segments in Retail

- Enhance productivity through investment in automation and advanced analytics capabilities.

- Streamline administration and sales fulfilment through new sales platforms and automation processes.

- Migrate mass offering to digital channels and leverage third parties to distribute products.

- Offer comprehensive digital banking experience for services and core products including onboarding, leverage strong relationships with third parties and extend digital products distribution through e-commerce and other platforms.

- Enable higher value creation through value propositions tailored to different segment needs. Leverage growing partners' ecosystem for small business clients and introduce wealth advisory services for top-tier affluent clients.

- Sharpen focus and allocate additional resources to high-value customers and interactions, increasing revenues and improving customer experience. Increase the share of relationship managers among branch staff and offer fully remote relationship managers for high-value digital-only clients.

Revamp service model to increase penetration in Wealth

- Scale and extend wealth management 'engine' to support accelerated growth beyond domestic private segment and capture entire spectrum of addressable wealth customer base.

- Reinforce advisory services, upgrade product suite to cater for all segments (Private, Affluent, International) and trends, expand commercial playbook and training to cover entire front-end salesforce, and pave the way to launch a new offshore wealth offering. The Bank is targeting a 25 per cent. uplift in assets under management per relationship manager.

- Tailor investment proposition to each segment, with the right profile and structures pertaining to the specific client needs and expectations.

- Cater to Private Banking clients looking for bespoke and sophisticated solutions, Affluent and Emerging-Affluent clients looking for light-discretionary management services, and clients in our international network seeking for a fine-tuned offering. The Bank aims to increase penetration of investment products within the client wallet by 19 per cent.

- Invest in technology and modernise our service model to promote the optimal route for each customer journey. The Bank will use a single unified digital platform, develop end-to-end digital customer journeys for all segments, and differentiate its service model by segment and customer persona, with greater human involvement for large portfolios. The Bank's target is to interact with 30 per cent. of its clients in an entirely digital format.

Consolidate leadership position in Wholesale

- Reinforce leadership position in the lending market through around €14 billion of gross disbursements, while ensuring adequate returns for the capital employed.

- Increase lending penetration through focused commercial coverage, extend structuring proposition across segments, continue investing in knowledge for key sectors (such as hospitality) and in new trends (including sustainability) and improving the lending journey for customers.

- Strengthen offering to grow service business and grow fee revenues by around 25 per cent.

- Refresh portfolio segmentation and pricing, add new products to digital palette, digitise key modules and launch targeted commercial campaigns to increase fee penetration.

- Refine the operating model to increase productivity aiming to increase revenues per relationship manager by roughly 10 per cent. The Bank will target this by upgrading internal tools to gain productivity, fine tuning target setting processes and incentives to stimulate cross-selling, and strengthening the talent pool through hiring, training, and performance management.

Improve return on deployed capital in International

– Gain further scale in Retail by playing to the Bank's strengths. Accelerating lending momentum through new digital platforms to grow mortgage and increase originations for small businesses and leverage on our strengths (payments, wealth) to grow fee income.

– Reposition the Bank as a reliable partner for business investments. Leverage the Group's expertise on structured finance projects, targeting specific segments (such as energy and manufacturing) and products, and accelerating selected products for SMEs, including factoring.

– Transform the Bank's operations through people management, digitisation, and automation. The aim of this transformation will be to digitise low value-added customer operations, automate critical credit processes – aiming for over 30 per cent. of digital retail sales, and enhance the productivity and effectiveness of staff through training, performance frameworks and retention schemes.

Maintain balance sheet resilience

– Continue to selectively grow lending book while maintaining strong levels of liquidity. The Bank intends to reach a Group NPE ratio of 4 per cent. by the end of 2025, improving the coverage ratio to over 60 per cent. without impacting cost of risk and maintain a loan-to-deposit ratio below 80 per cent. across the duration of the plan.

Leverage ESG as a value creation lever

– Scale-up sustainable finance strategy to meet full market potential and deliver on firm ESG commitments. Targeting €3 billion in sustainable disbursements over the next three years and becoming the first bank in Greece to commit to the NetZero Banking Alliance, aiming to align the Bank's portfolio with the objectives of the Paris Agreement. Incorporate ESG criteria in remuneration and risk-management framework and fully integrate sustainable finance strategy across business and operating model.

The strategic pillars are underpinned by an ongoing commitment to maximising the potential of the Bank's staff while elevating digital and data capabilities. The Bank will continue to invest in developing a market-leading employee value proposition and will focus on the ambition to digitise the full spectrum of the customer journey.

RISK MANAGEMENT

Risk Management Framework

The Group has established a framework for the management of risks based on best practice and supervisory requirements in accordance with common European legislation and the current system of common banking rules, principles and standards. The Group aims to continuously improve such framework and apply it over time in order to be applied in a coherent and effective way in the daily conduct of the Group's activities within and across borders, thereby supporting the effectiveness of the corporate governance of the Group.

The Group's focus is to maintain the highest operating standards, ensure compliance with regulatory risk rules and retain confidence in the conduct of its business activities through sound provision of financial services.

Since November 2014, the Group has fallen under the responsibility of the SSM, which is the system of financial supervision and prudential regulation comprising the ECB and the Bank of Greece. In addition, as a significant credit institution, the Group is directly supervised by the ECB.

The SSM works in cooperation with the EBA, the European Parliament, the Eurogroup, the European Commission ("**EC**"), the competent national resolution authorities, the Single Resolution Mechanism ("**SRM**"), and the European Systemic Risk Board ("**ESRB**"), within their respective competencies.

The Group defines its risk management strategy through (a) the determination of the extent to which the Group is willing to undertake risks (risk appetite), (b) the assessment of the potential impacts of activities in the development strategies by defining the risk appetite limits, so that the relevant decisions balance the anticipated profitability with the potential losses and (c) the development of appropriate procedures for the implementation of this strategy through a mechanism which allocates risk appetite responsibilities between the Group units.

The Group, taking into account the nature, the scale and the complexity of its activities and risk profile, develops a risk management strategy based on the following three lines of defence, which have a decisive role in its efficient operation. In particular:

- the business units of retail, wholesale, wealth banking and NPEs remedial management constitute the first line of defence and risk 'ownership', which identifies and manages the risks that arise when conducting banking business;
- the risk management unit and the compliance unit, which are independent from each other as well as from the first line of defence. They constitute the second line of defence and their function is complementary to the first line of defence in order to ensure objectivity in the decision-making process, to measure the effectiveness of these decisions in terms of the undertaking of risk and to comply with the applicable legislative and institutional framework, by monitoring internal regulations and ethical standards as well as to display and evaluate the total exposure of the Bank and the Group to risk, based on established guidelines; and
- internal audit, which constitutes the third line of defence. As an independent function, it reports to the Board of Directors through the Audit Committee and audits the activities of the Group, including the risk management function.

Risk Management Governance

The Board of Directors of Alpha Holdings has the ultimate and overall responsibility for the Group and defines, oversees and is accountable for the implementation of the governance arrangements within the Group that seek to ensure effective and prudent management of the Group. The Board of Directors of Alpha Holdings is responsible for approval of the risk strategy and the risk appetite of members of the Group and the regular monitoring of their implementation, with the support of the Risk Management Committee of the Board of Directors of Alpha Holdings (the "**Risk Management Committee**").

Based on the selected risk appetite, the Board of Directors ensures that the levels of risk are well understood and communicated throughout the Group. The Board of Directors determines the risks that the Group may assume, the size of such risks, the limits on the Group's significant business operations and the basic principles for the calculation and measurement of such risks. For more information on the Risk Management Committee, please see the section entitled "*Directors and Management – Committees of Alpha Holdings' Board of Directors – Risk Management Committee*".

The Risk Management Committee convenes at least once a month and recommends to the Board of Directors the approval of the Group's risk profile as well as the risk and capital management strategy, ensuring alignment with the business objectives of the Group. In this context, the Risk Management Committee considers the adequacy of the technical (e.g. modelling tools, IT systems, etc.) and human resources available to implement the risk and capital strategy and ensures the communication of key aspects of the risk strategy throughout the Group, in terms of:

- the undertaking, monitoring and management of risks (market, credit, interest rate, liquidity, operational, concentration and other substantial risks) per category of transactions and customers and per risk level (i.e. country, profession, activity);
- the determination of the applicable maximum risk appetite on an aggregate basis for each type of risk and the further allocation of each of these limits per country, sector, currency, business unit, large exposures etc.;
- the effective and timely formulation, proposal for approval to the Board of Directors and execution of the NPLs/NPEs strategy, taking into account their paramount importance as one of the single largest asset sources where a multitude of risk factors is combined; and
- the establishment of stop-loss limits or of other corrective actions.

Furthermore, the Risk Management Committee reviews and assesses the methodologies and models applied pertaining to the measurement of risks undertaken and ensures that there is an adequate level of communication among the internal auditor, the external auditors, the supervisory authorities, the Audit Committee and the Board of Directors on risk management issues.

The General Manager and Group Chief Risk Officer ("**CRO**") supervises the Risk Management Divisions and reports on a regular as well as *ad hoc* basis to the aforementioned management committees, the Risk Management Committee and the Board of Directors.

With respect to credit risk, reporting to the aforementioned committees covers the following areas:

- the risk profile of portfolios by rating grade;
- the transition among rating grades (migration matrix);
- the estimation of the relevant risk parameters by rating grade, group of clients, etc.;
- the trends of basic rating criteria;
- the changes in the rating process, the criteria or in each specific parameter;
- the concentration risk (by risk type, sector, country, collateral, portfolio, name etc.);

- the evolution of loan exposures, loans overdue by 90 days or more, NPEs and the monitoring of key performance indicators on a Group basis;
- the cost of risk;
- the IFRS 9 staging transition of exposures per asset class; and
- the maximum risk appetite per country, sector, currency, business unit, limit breaches and mitigation plans.

Organisational Structure of Risk Management Divisions

Under the supervision of the CRO the following Risk Management Units operate within the Group and have been given the responsibility of implementing the risk management framework, according to the guidelines of the Risk Management Committee:

I. Chief Risk Control Officer
    i. Credit Risk Policy and Control Division
    ii. Credit Risk Modeling Division
    iii. Credit Risk Cost Assessment Division
    iv. Operational Risk Division
    v. Climate and ESG Risk Management Functional Area
    vi. Market Risk Functional Area

II. Chief Credit Officer
    i. Wholesale Credit Division
    ii. Credit Workout Division
    iii. Retail Credit Division

III. Credit Risk Data and Analysis Division
    i. Credit Risk Data Management Division
    ii. Credit Risk Analysis Division

IV. Risk Models Validation Division

Committees

Risk Management Committee

For more information on the Risk Management Committee, please see the section entitled "*Directors and Management – Committees of Alpha Holdings' Board of Directors – Risk Management Committee*".

The Committee consists of no fewer than three Members and no more than 40 per cent. of the total number of the Members of the Board of Directors of Alpha Holdings (rounded to the nearest whole number), excluding the representative of the HFSF. The exact number of the Members of the Committee is determined by the Board of Directors or the General Meeting of Shareholders. All Committee Members are Non-Executive Members of the Board of Directors, the majority of whom are independent (excluding the HFSF representative). The representative of the HFSF is a Member of the Committee. The Committee generally includes one Member of the Audit Committee to ensure proper sharing of information in common areas of interest.

The Chair of the Committee (the "**RMC Chair**") is an Independent Non-Executive Member of the Board of Directors with significant experience in the financial sector. The RMC Chair cannot simultaneously act as Chair of the Board of Directors or of any other Board Committee.

All 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 issues.

The Chair and the Members of the Committee are appointed for a period of four years, by a resolution of the Board of Directors, on the recommendation of the Corporate Governance, Sustainability and Nominations Committee. The tenure of the Chair of the Committee should not normally exceed six years from the time of their election. The Independent Non-Executive Members may be appointed for up to nine years from the date of their first appointment. To the extent possible, changes to the Committee's composition shall occur in a staggered manner.

The Risk Management Committee convenes at least once a month and may invite any Member of the Group's Management or Executive to attend its meetings. The CRO is a regular attendee of the Committee meetings and has unhindered access to the RMC Chair and the Members of the Committee.

The Risk Management Committee assists the Board of Directors in achieving the following objectives:

- promoting a sound risk culture at all levels throughout the Group, fostering risk awareness and encouraging open communication and challenge across the organisation;
- ensuring that the risk and capital management strategies correspond to the business objectives of the Group;
- ensuring that the Group adopts a well-defined risk appetite statement and framework, which are embedded across the organisation and cascade into limits per country, sector, and business unit. The Committee ensures that the risk appetite framework is fully aligned with the Group's strategy, budget process, capital and liquidity planning, and remuneration framework and that the Group adequately embeds ESG risks in the overall risk appetite statement and framework, business strategy and risk management framework;
- overseeing the adequacy and effectiveness of the risk management policies and procedures of the Group;
- overseeing the implementation of effective mitigating and corrective measures, with regard to key areas of risk or risks exceeding the established thresholds,in cooperation with the Audit Committee, as appropriate; and
- ensuring that there is an adequate level of communication on risk management issues among the internal auditor, the external auditors, the supervisory authorities, the Audit Committee and the Board of Directors.

The Risk Management Committee has, among others, the following responsibilities:

- 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 Group. In this context, the Risk Management Committee considers the adequacy of the technical (e.g. modelling tools, IT systems, etc.) and human resources available to implement the risk and capital strategy and ensures the communication of key aspects of the risk strategy throughout the Group;

- reviews and recommends annually to the Board of Directors for approval the Group's Risk Appetite Framework ("**RAF**") and statement, considering also ESG risks, i.e. the risks of any negative financial impact to the Group 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. The RAF should be clearly communicated throughout the Group and articulated/monitored via a set of metrics;

- 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 Group's IT infrastructure to record, report, aggregate and process risk-related information;

- on a regular basis, discusses a report by the CRO on the Group's risk profile and performance against the risk appetite statement for the period, and the Key Risk Indicators set therein;

- collaborates with 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;

- recommends to the Board of Directors for approval high-level policies on the management of risks;

- approves the nature, structure, format and frequency of risk reports to be submitted by the CRO to the Committee, and ensures regular and high-quality reporting by the CRO to the Board of Directors;

- keeps itself informed of recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the SREP conclusions;

- reviews regularly, at least annually, the Group's Internal Capital Adequacy Assessment Process ("**ICAAP**") and the Group's Internal Liquidity Adequacy Assessment Process ("**ILAAP**") and related target ratios and recommends their approval to the Board of Directors; and

- reviews the availability of resources for the conduct of firm-wide stress tests at least annually, approves the Group's firm-wide stress test scenarios, and considers the results of stress tests.

The Risk Management Committee periodically reviews reports on the implementation of risk policies and proposes to the Board of Directors amendments, modifications and corrective measures as necessary. In particular, the Committee, in coordination with the Audit Committee, takes into account relevant reports prepared by the Internal Audit Unit and the external auditors regarding:

- the observance and the effectiveness of risk management policies and procedures; and

- the observance and the completeness of policies and procedures regarding the impairment of assets and any possible alterations thereof during the fiscal year.

The Risk Management Committee reviews and assesses the methodologies and models applied pertaining to the measurement of undertaken risks and ensures that there is an adequate level of communication on risk management issues among the internal auditor, the external auditors, the supervisory authorities, the Audit Committee and the Board of Directors.

Compliance Division

The Compliance Division is part of the Internal Control System of the Bank and reports functionally through the Audit Committee to the Board of Directors and administratively to the General Manager – Chief Risk Officer. The Compliance Division is administratively independent and has unrestricted access to all data and information necessary to fulfil its assignments. The Division develops the Annual Compliance Plan, in accordance with the applicable regulatory framework, as well as the Compliance Policies and Procedures Framework.

The main responsibilities of the Compliance Division include:

- managing the compliance risk of the Bank and monitoring the compliance risk of the Group companies;
- implementing the regulatory framework into the Bank's activities;
- assessing compliance with Group policies at Group level;
- representing the Bank before the competent authorities on compliance-related matters;
- preventing and combating money laundering and terrorism financing;
- preserving banking secrecy; and
- handling public authorities and third parties' requests.

The Compliance Division cooperates with the Legal Services Divisions and the Market and Operational Risk Division, aiming to jointly address matters regarding adherence to the regulatory framework.

Compliance Units have been set up and operate in major Group companies located in Greece and abroad, under the supervision of a Compliance Officer.

Internal Audit

Internal Audit is an independent, objective assurance and consulting activity, designed to add value and improve the operations of the Group. The Internal Audit unit reports functionally through the Audit Committee to the Board of Directors and administratively to the Managing Director – CEO.

Internal Audit performs audits regarding the adequacy and effectiveness of the Group's internal control systems and the secure and efficient operation of the Group's information systems, in accordance with the regulatory framework.

Internal Audit creates a risk-based internal audit plan, consistent with the Group's goals, on an annual basis, to determine the priorities of the Internal Audit's assurance engagements. This process takes into account the results of a documented annual risk assessment, regulatory requirements, extraordinary developments in the overall economic environment as well as the input or any requests made by the Board of Directors and management.

The annual audit plan is approved by the the Board of Directors through the Audit Committee and may be reviewed and adjusted if there are any unanticipated risks that could affect the organisation.

The audit results are communicated to the audited units and action plans are agreed. The implementation of the action plans is periodically followed-up by Internal Audit.

The results of the audit engagements, the follow-up process as well as the implementation of the audit plan are communicated periodically (at least every quarter) to the Audit Committee.

Internal Audit also:

- designs and implements appropriate organisational structure, policies, procedures and practices in compliance with the International Professional Practices Framework and best practice;
- develops and supports audit programmes and the audit methodology of information systems, as defined by the regulatory framework, the relevant international security standards and control best practices;
- assesses the cyber security risk and management's response capabilities, with a focus on shortening response time and performs ad hoc audits of incidents that could negatively impact the organisation and customers, both financially and in terms of reputation;
- performs investigative audits, when there is evidence that the interests of the Group are harmed; and
- assesses the adequacy and effectiveness of the Group's internal control systems and submits an annual report, through the Audit Committee, to the Board of Directors according to the regulatory framework.

In the context of continuous improvement, Internal Audit has established and performs a Quality Assurance and Improvement Program ("**QAIP**"), in order to assure the quality of its activities. The QAIP program includes assessments (internal and external) that cover the entire operation of Internal Audit and consists of the below three components:

- continuous assessment of audit planning, guidance, documentation, review and preparation of audit reports;
- periodic quality assessments which focus on the general operation of Internal Audit units; and
- measurement of performance with key performance indicators, which are used to continuously monitor Internal Audit units using pre-defined criteria. An assessment of the adequacy of the Group's internal control systems, in accordance with the Bank of Greece's Governor's Act 2577/9.3.2006, as amended and in force, and Greek Law 4706/2020, is also performed every three years by external auditors, other than the statutory auditors.

Specific Risks

Credit Risk

Credit risk arises from a borrower's or counterparty's potential inability to fulfil all or part of its obligations to the Group.

The primary objective of the Group's strategy for credit risk management, in order to maximise its risk-adjusted performance, is the continuous, timely and systematic monitoring of the loan portfolio and the maintenance of credit exposures within the framework of acceptable overall risk undertaking limits. At the same time, the conduct of daily business within a clearly defined framework of granting credit is controlled on the basis of specific credit criteria.

The framework of the Group's credit risk management is developed based on a series of credit policy processes, systems and models for measuring, monitoring and controlling credit risk. These models are subject to an ongoing review process in order to ensure compliance with the current institutional and regulatory framework, international best practices and their adaptation to the respective economic conditions and to the nature and extent of the Group's business. Dedicated departments develop credit rating and evaluation models in order to ensure that they are available for day-to-day credit processing at the various Business Units. The independent Risk Models Validation Division is responsible for validating the credit risk, market risk, interest rate risk, liquidity and operational risk models and methodologies.

Credit Risk Management Framework

The Group has set a clear credit risk undertaking and management strategy that, in line with its business goals, reflects the risk tolerance and the profitability levels the Group expects to achieve with regard to the risks undertaken.

The credit risk management framework evolves according to the following objectives:

- the independence of the credit risk management operations from the risk undertaking activities and from the officers in charge;
- the complete and timely support of Business Units during the decision-making process;
- the continuous and regular monitoring of the loan portfolio, in accordance with the Group's policies and procedures that ensure a sound credit approval process;
- the monitoring of the credit risk profile in accordance with the credit risk appetite, which encompasses credit quality (expected loss) and credit risk concentration (limits on single names, industries and geographical regions);
- the conduct of a controls framework that ensures credit risk undertaking is based on sound credit risk management principles and well-defined, rigid credit standards;
- the accurate identification, assessment and measurement of the credit risk undertaken across the Bank and the Group, at both individual credit and lending portfolio levels;
- the approval of every new credit facility and every material change of an existing credit facility (such as its tenor, collateral structure or major covenants) by the appropriate authority level;
- the assignment of the credit approval authority to the Credit Committees in charge, which consist of Executives from both the Business and Credit Units, with sufficient knowledge and experience in the application of the Bank's internal policies and procedures; and
- the measurement and assessment of all credit exposures of the Bank and the Group companies to businesses or consolidated business groups as well as to their proprietors, in line with regulatory requirements.

The aforementioned objectives are achieved through a continuously evolving framework of methodologies and systems that measure and monitor credit risk, using a series of credit risk approval, credit risk concentration analysis and review, early warning for excessive risk undertaking and problem debt management processes. This framework is readjusted regularly according to the challenges of the prevailing economic circumstances and the nature and scope of the Group's business activities.

Under this framework and with the primary objective to further strengthen and improve the credit risk management framework the following actions have been implemented:

- update of wholesale and retail banking credit policies manuals in Greece and abroad taking into account the supervisory guidelines for credit risk management issues as well as the Group's business strategy;
- continuous strengthening of the second line of defence control mechanisms in order to ensure compliance with credit risks policies at Bank and Group level;

- ongoing validation of the risk models in order to ensure their accuracy, reliability, stability and predictive power;
- development of a specific credit policy, which defines the criteria and conditions for the evaluation of new financing to enterprises through the RRF;
- conclusion of the project on digital transformation and automation of credit approvals for the housing and consumer loans portfolio;
- implementation of business specifications in the context of the project on digital transformation and automation of credit approvals for small business loans;
- update of the credit risk early warning policy, through the further development of early warning triggers with regard to the assessment of the impact of the energy crisis and the increase of interest rates as well as the monitoring of leveraged financing;
- update of the Group's loan collateral policy with regard to the further development of the annual valuation process;
- periodic conduct of stress test exercises as a tool for assessing the impact of various macroeconomic scenarios on business strategy, business decision-taking and the Group's capital position. The stress tests are conducted in accordance with the requirements of the regulatory framework and constitute a key component of the Group's credit risk management strategy; and
- continuous reassessment of the macroeconomic environment and adjustment of the Bank's sectorial assessment outlook regarding the Russia / Ukraine war effects on the Greek economy sectors, considering the new available data points and the dynamic interaction with the Group's relevant customers.

On the commercial side (which includes corporates, SMEs and small business portfolios ("**SBPs**")), the Bank participates in government support programmes for new lending targeted at corporates, medium, small and very small businesses and entrepreneurs.

The Bank also participates as intermediary in other national and supranational enterprise development programmes covering investment needs, working capital and other credit lines (for example: COSME and InnovFin loan guarantee facilities provided by the European Investment Fund; lending facilities in collaboration with the EIB; business growth fund co-financing facilities such as liquidity co-financing loans (working capital) and green and digitalisation investment co-financing loans provided by the Hellenic Development Fund (HDB); and through the Greek National Strategic Reference Framework 2014-2020).

These loan, guarantee and co-financing schemes usually include subsidised interest and/or management fees and other favourable financing terms (such as long maturity loans, grace periods on repayment, conversion credit lines, etc.) and allow the Bank to provide liquidity to performing borrowers at preferential terms, while taking on lower risk, thus containing the impact of the COVID-19 pandemic on credit quality deterioration.

The Group, taking advantage of the growth opportunities arising from the RRF programme, also participates in the Greek RRF programme and has developed a strategy for loans and grants schemes.

Additionally, the following actions are in progress in order to enhance and develop the internal system of credit risk management:

- continuous upgrade of databases for performing statistical tests in the Group's credit risk rating models;

- upgrade and automation of the aforementioned processes in relation to wholesale and retail banking by using specialised statistical software;
- reinforcing the completeness and quality control mechanism of crucial fields of wholesale and retail credit for monitoring, measuring and controlling credit risk;
- implementation of a project with regards to the transition from the existing rating systems to a single credit risk rating platform, provided by Moody's;
- continuous monitoring and servicing of credit risk data needs in the context of potential portfolio sales and securitisation schemes;
- continuous upgrade of credit risk datamarts in terms of data quality, bug fixing, new fields and the creation of algorithms; and
- continuous strengthening of the control and monitoring mechanism of new financing for all retail banking and wholesale banking portfolios and in particular of the automatic decision-making mechanism for retail banking (THALIS).

Market Risk

Market risk is the risk of losses arising from unfavourable changes in the value or volatility of interest rates, foreign exchange rates, stock exchange indices, equities and commodities. Losses may occur either from the trading portfolio or from the management of assets and liabilities.

The market risk in the Bank's trading portfolio is measured by VaR. The method applied for calculating VaR is historical simulation with full revaluation using the 99th percentile and one tailed confidence interval. The historical observation period is one year at minimum. Risk factor returns are calculated according to the absolute or relative approach. A holding period of one and ten days is applied for regulatory purposes. Additional holding periods may be applied for internal purposes, according to the time required for the liquidation of the portfolio.

In line with regulatory requirements, back-testing is performed on a daily basis for the Bank's prudential trading book through the use of hypothetical and actual outcomes by monitoring the number of times that the trading outcomes exceed the corresponding risk measure. According to best practices, the model is validated by an independent unit at the Bank on an annual basis.

The VaR methodology is complemented with scenario analysis and stress testing, in order to estimate the potential size of losses that could arise from the trading portfolio for hypothetical as well as historical extreme movements of market parameters.

Within the scope of market risk control, exposure limits, maximum loss (stop loss) and VaR limited have been set across trading positions.

In particular, limits have been set for the following risks:

- foreign currency risk regarding spot and forward positions and foreign exchange options;
- interest rate risk regarding positions on bonds and interest rate swaps, interest futures and interest options;
- price risk regarding positions in equities, index futures and options, commodity futures and swaps; and
- credit risk regarding interbank transactions and bonds.

Positions held in these products are monitored on a daily basis and are examined for the corresponding limit percentage cover and for any limit excess.

Foreign Exchange Risk

The Group is exposed to fluctuations in foreign exchange rates. The general management sets limits on the total foreign exchange position as well as on the exposure by currency.

The management of the foreign currency position of the Bank and the Group is centralised.

The policy of the Group is for the positions to be closed immediately using spot transactions or currency derivatives. In the case that positions are still open, they are monitored daily by the competent department and are subject to limits.

Interest Rate Risk of the Banking Book

In the context of analysis of the banking portfolio, interest rate gap analysis is performed. The main measure of interest rate risk is the interest risk gap for each currency, which represents the re-pricing schedule showing assets, liabilities and off-balance sheet exposures by time band according to their maturity (for fixed rate instruments), or next re-price date (for adjustable/ floating rate instruments). The interest rate gap incorporates assumptions about the interest rate run-off for products without predefined maturities (sight deposits, savings, working capital, credit cards etc.) or other balance sheet items which exhibit strong behavioural characteristics. Statistical modelling is a widely accepted methodology used in determining a run-off profile for items of this type and is required when the future behaviour of an item cannot be directly predicted by reference to its contractual characteristics.

The earning at risk is calculated by using constant balance sheet while economic value is calculated by considering each account until maturity. Furthermore and in the context of IFRS 9 requirements, the economic value for (i) loans which failed the "Solely Payments of Principal & Interest" requirement under IFRS 9 and (ii) purchased or originated credit impaired loans are calculated.

In addition interest rate sensitivity analysis of the Bank/Group balance sheet through interest rate risk stress shocks takes place on a monthly basis examining the impact of unexpected economic losses caused by changes in interest rates.

According to BIS standards concerning interest rate limits on the banking book, the Bank implements limits on a consolidated basis in terms of both economic value and earnings. Economic value measures compute a change in the net present value of the Bank's assets, liabilities and off-balance items subject to specific interest rate shock scenarios that affect future levels of a bank's own equity capital, while earning based measures focus on changes to future profitability within a time horizon of one year. Additionally, economic value measures reflect changes in value over the remaining life of assets, liabilities and off-balance sheet items while earnings-based measures cover only the short to medium term.

Liquidity Risk

Liquidity risk is defined as the risk to earnings arising from the Group's inability to meet its obligations as they become due, or fund new business, without incurring substantial losses, as well as the inability to manage unplanned contraction or changes in funding sources. Liquidity risk also arises from the Group's failure to recognise or address changes in market conditions that affect its ability to liquidate assets quickly and with minimal loss in value. Liquidity risk is also a balance sheet risk, since it may arise from banking book activities. A substantial portion of the Group's assets has historically been funded by customer deposits and bonds issued by the Group. Additionally, in order to extend the period and diversify the types of lending, the Bank is also financed by issuing securities to the international capital markets and borrowing from the system of central banks. Total funding can be divided into: (i) customer deposits; and (ii) wholesale funding.

Liquidity monitoring is conducted through the use of a range of liquidity metrics for the measurement and analysis of liquidity risk. These metrics show the Group's day-to-day liquidity positions and structural liquidity mismatches, as well as its resilience under stressed conditions. In respect of the metrics for monitoring medium-long term liquidity risk exposure, the Bank performs liquidity gap analysis for the Bank, the subsidiaries abroad and for the Group on a monthly basis. Cash flows from all assets and liabilities are classified into time buckets, according to their contractual terms. Exceptions to the above rule are loans (i.e. overdraft accounts working capital) and customer deposits (i.e. savings and current accounts) that do not have contractual maturity and are allocated according to their transactional behaviour (convention). Additionally, unencumbered securities are distributed according to their contractual maturity, taking into account relevant factors (haircuts).

Operational Risk

Operational risk is the risk of loss arising from inadequate or ineffective internal procedures, systems and people or from external events, including legal risk.

The Operational Risk Committee and Internal Control Committee is responsible for the approval of the Group policy on operational risk management and has an oversight role in its implementation. The operational risk management policy is applicable to all units of the Group in Greece and abroad.

Operational risk events from all Bank units as well as Group companies are collected and recorded in the existing internal database, along with their financial impact. Data is used for the preparation of internal and regulatory reporting as well as the identification of loss patterns, and understanding of the Group's operational risk profile.

Consistent activities for assessment, monitoring and management of operational risk have been introduced in all Bank units. Based on the results of risk assessment, action plans are scheduled in order to mitigate critical operational risks. The Group has purchased several insurance policies such as bankers blanket bond, directors and officers liability and cyber crime in order to further minimise the Group's exposure to operational risks. In addition, the Group actively monitors its operational risk profile through dedicated units and appropriate governance structures. As regards the calculation of the regulatory capital requirements for operational risk, the Group applies the standardised approach specified in Basel III, EU law, and the relevant regulations and decisions of the Bank of Greece.

Counterparty Risk

Counterparty risk for the Group stems from its over-the-counter transactions, money market placements and customer repos/reverse customer repos and arises from an obligor's failure to meet its contractual obligations before the final settlement of the transaction's cash flows. A loss would occur if the transaction or the portfolio of transactions with the counterparty has a positive value at the time of default.

The Group seeks to reduce counterparty risk by standardising relationships with counterparties through International Swaps and Derivatives Association and Global Master Repurchase Agreement contracts, which encompass all necessary netting and margining clauses. Additionally, for almost all active counterparties that are financial institutions, Credit Support Annexes ("**CSA**") have been put into effect, so that net current exposures are managed through margin accounts on a daily basis, through the exchange of cash or debt securities collateral.

The Group avoids taking positions on derivative contracts where the values of the underlying assets are highly correlated with the credit quality of the counterparty.

The estimation of counterparty exposure depends on the type of the financial product. Risk weights are defined for every applicable category of counterparty risk regarding each product across operations such that the weighted nominal amount corresponds to the actual counterparty exposure in terms of loan equivalent risk (i.e. the amount at risk if the counterparty does not uphold their contractual obligations).

For the efficient management of counterparty risk, the Bank has established a framework of counterparty limits. Counterparty limits are submitted for approval by the competent Credit Committee. The credit evaluation takes into consideration all the available credit ratings provided by external rating agencies and/or the internal Group evaluation of the counterparty's credit rating if no external data are available, and their effective dates and the existence or risk mitigating measures (for example ISDA, CSA).

Counterparty limits apply to all financial instruments in which the Bank's Treasury department is active in the interbank market. The limits framework is revised according to the business needs of the Bank and the prevailing conditions in international and domestic financial markets. A similar limit structure for the management of counterparty risk is enforced across all of the Group's subsidiaries.

Climate Related Environmental, Social and Governance (ESG) Risks

The Group adopts a proactive approach to the management of ESG risks with a particular emphasis on risks arising from climate change, which is a key component of its risk management strategy. Following the recommendations of the Task Force on Climate-related Financial Disclosures, the Group assesses current and upcoming environmental policies, legal requirements and regulatory guidelines relating to climate and the environment, in order to record and efficiently manage any transitional risks related to its activities. In this context, the Group developed a comprehensive action plan, submitted to the ECB in May 2021, in which it presented how the climate risk assessment would be incorporated in its operations and in the risk management process. The implementation of the plan began in June 2021, continued throughout 2022 and was enhanced, taking into consideration the feedback provided by the SSM in the context of the Climate Stress Test, conducted in January 2022, and the Thematic Review of Climate-related and Environmental Risk Strategies, Governance and Risk Management Frameworks, conducted in June 2022. This plan is still in place and will be completed during 2023. As part of this plan and in alignment with ECB expectations, in 2022:

- The Bank updated its risk inventory in order to include climate-related risks in its risk registry. The main climate risk transmission channels in the area of risk management include transition risk (i.e. the risk of any negative financial impact on the institution, stemming from current or prospective impacts of the transition to an environmentally-sustainable economy on its counterparties or its invested assets) and physical risk (i.e. the risk of any negative financial impact on the institution, stemming from the current or prospective impacts of the physical effects of environmental factors on its counterparties or its invested assets).

- The Bank conducted a materiality assessment analysis to identify the sectors that are most sensitive to climate- related risks. In alignment with the guidance across different sources such as the ECB, EBA and EC, the Bank considers climate and environmental risks as a theme, i.e. as a transversal risk, incorporating such factors as drivers of existing financial and non-financial risk categories in its risk management framework. Consequently, the materiality assessment covered all key risk aspects (i.e. credit risk, operational risk, market risk, liquidity risk, reputational risk and business/strategic risk).

To address the aforementioned risks, the Bank has started deploying a comprehensive strategic plan by carrying out the following key actions:

- Performed an impact analysis of its loan portfolio by utilising the UNEP FI Principles for Responsible Banking (PRB) tool and by conducting a Global Reporting Initiative (GRI) materiality analysis, in order to understand the positive and negative socioeconomic, environmental and social impacts of its portfolio.

- Introduced ESG key performance indicators, which will be monitored on a quarterly and annual basis in order to take corrective action, when needed.

- Is in the process of developing science-based, sector-specific targets around its financed emissions, in alignment with the Paris Agreement on climate change and the net zero emissions target for 2050.

- Is in the process of developing short-, medium- and long-term targets until 2050, so as to incorporate the short-term transition pathway into its 2023-2025 Strategic Plan.

- Based on the outcome of the materiality assessment exercise, for obligors falling within the ESG-sensitive perimeter, obligor-level assessment questionnaires have been developed, aiming at collecting data and assessing the borrowers in terms of ESG criteria. The relevant questionnaires also serve as ESG rating models, as the information collected feeds into the development of ESG scorecards. The finalisation of these scorecards is expected in the second half of 2023.

- Criteria have been developed to evaluate each requested transaction, on top of the assessment at obligor level, including the alignment with specific criteria, as defined in the Bank's sustainable finance framework, in order to identify and capture sustainable activities as well as transaction-specific characteristics.

Moreover, the Group has already incorporated in its RAF a set of qualitative commitments regarding climate risks. Specifically:

- The Group is committed to integrating climate risks into its overall risk management framework. In this context, the Bank regularly monitors its exposure concentration in climate sensitive sectors in its loan portfolio, also introducing a credit concentration risk indicator within the RAF, which monitors the level of concentration of the Bank's exposures within the loan portfolio in sectors that are more sensitive to climate transition risks, with the exception of exposures that are aimed at financing or enabling the transition of such obligors to more sustainable activities and business models. As calculation approaches become more mature and more data points become available through measurement and monitoring, the Group will further enhance its RAF with the introduction of additional specific quantitative indicators and the setting of respective thresholds.

- The Group aims to enhance its due diligence process with respect to the assessment of its customers' ESG / climate risk profile, through the collection of relevant information. In this context, the Bank will take initiatives to encourage its customers to clearly define and communicate their commitments and to develop and execute effective strategies to mitigate climate risks.

- The Group aims to finance its counterparties' green / sustainable transition both in the short term and in the long term.

- The Group, to the extent possible, will start collecting energy performance certificates ("**EPC**") from its customers in order to monitor the energy performance class of its real estate secured exposures.

- The Group already applies an exclusion list, in line with the Environmental and Social Exclusion List developed by the European Bank for Reconstruction and Development (EBRD), for the avoidance of the financing, directly or indirectly, of specific activities considered as harmful to the environment and to society, i.e. thermal coal mining or coal-fired electricity generation capacity, upstream oil exploration and upstream oil development projects, except in rare and exceptional circumstances where the proceeds of the project exclusively target the reduction of Greenhouse Gas (GHG) emissions or flaring from existing producing fields.

In addition, the Group has identified a set of quantitative key performance indicators) relating to climate and environmental risks within its RAF.

In order to assess the impact of climate risk on the calculation of expected credit loss ("**ECL**"), detailed information on the location of collateral as well as information on EPCs is being collected. The information will be incorporated into the respective data systems and methodological approaches will be developed in order to adapt the models for calculating the ECL. More specifically, the following are in progress:

- Development of new scorecards, simplified and advanced (full-blown), for environmental risks, providing differentiation by industry and depending on the size of the company (e.g. turnover) as well as scorecards for governance and social risks.
- Development of a validation methodology for the new models that assess environmental, governance and social risks and integration of the former into the Credit Risk Models Validation Framework.
- Performing enhancements or additions to the current set of models used for risk parameter estimation and prediction, in order to integrate ESG risks. Identifying ESG-related data needs, leveraging the data that will be collected for the borrower's assessment and supplementing it with additional information, where needed.
- Examining alternative methodological approaches for the quantification and the integration of ESG risks into the credit risk parameters.

DIRECTORS AND MANAGEMENT

Management and Corporate Governance of Alpha Holdings

The main administrative, management and supervisory bodies of Alpha Holdings are the Board of Directors and the Committees of the Board of Directors (namely the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance, Sustainability and Nominations Committee) as well as the Executive Committee. The business address for all members of the administrative, management and supervisory bodies of Alpha Holdings (including each Member of the Board of Directors) is 40 Stadiou Street, GR-105 64 Athens, Greece.

Board of Directors of Alpha Holdings

According to its Articles of Incorporation, Alpha Holdings is managed by a Board of Directors comprising of a minimum of nine (9) and a maximum of fifteen (15) Members (with only odd numbers of Members allowed, while an even number can be accepted temporarily for a justified reason), including Executive and Non-Executive Members in accordance with the provisions of applicable legislation and the Relationship Framework Agreement ("**RFA**") signed between Alpha Holdings and the Hellenic Financial Stability Fund. A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Greek Law 4548/2018. The Members are elected by the General Meeting of Shareholders of Alpha Holdings and may be re-elected and removed or replaced at any time.

Pursuant to Greek Law 4706/2020 (article 5), the Board of Directors consists of Executive and Non-Executive Members. Under currently applicable law, at least one-third of the total number of Members of the Board of Directors and in any case not less than two Members should be Independent Non-Executive Members within the meaning of article 9 of Greek Law 4706/2020.

Pursuant to the HFSF Law, a representative of the HFSF participates as a Member to the Board of Directors. Such Member's responsibilities are determined by the HFSF Law and the New RFA with the HFSF.

Failure on the part of a Member to attend meetings of the Board of Directors for a total of six (6) months per year, without a valid reason, shall be construed as a resignation therefrom and such resignation shall be finalised as of the date of the resolution of the Board of Directors ascertaining the Member's failure to attend the Board meetings as above.

In particular, in Board of Directors meetings that have as an item the drafting of financial statements of Alpha Holdings, or where the agenda includes items which required the approval of the General Meeting of Shareholders, by increased quorum and majority, in accordance with Greek Law 4548/2018, a quorum of the Board of Directors is achieved if at least two (2) Independent Non-Executive Members are present. In the case of the unjustified absence of an Independent Member at two or more consecutive meetings of the Board of Directors, such Member is considered to have resigned. Such resignation is ascertained by a decision of the Board of Directors, which proceeds to the replacement of the Member, in accordance with the process provided above.

The Chair of the Board of Directors (the "**Chair**") is elected from amongst its Members. The Board of Directors elects its Chair by absolute majority of the present and/or represented Members. In addition, the Board of Directors may elect a Vice-Chair or Vice-Chairs, and/or Deputy CEOs and/or General Managers and/or Executive General Managers and their deputies.

The Board of Directors resolves on all matters concerning management and administration of Alpha Holdings except those which, under the Articles of Incorporation or under applicable law, are the sole prerogative of the General Meeting of Shareholders. The Board of Directors is convened by invitation of the Chair or following a request by at least two (2) of its Members, or the representative of the HFSF. The representative of the HFSF has the authority to convene the Board of Directors if the Chair has not convened such a meeting within seven (7) days from the submission of the relevant request by the HFSF representative. In this case, the Board is convened within five (5) days from the expiration of the seven-day period. The representative of the HFSF may request an adjournment of any meeting of Alpha Holdings' Board of Directors or discussion of any agenda item for up to three (3) business days, until instructions are given by the HFSF's Chief Executive Officer, or if it finds that the material, data or information and the supporting documents submitted to the HFSF pursuant to the items of the agenda of the Board of Directors' meeting are not sufficient. Such right may be exercised by the end of the meeting of Alpha Holdings' Board of Directors. Subject to article 107 of Greek Law 4548/2018, the Members of the Board of Directors have no personal liability vis-à-vis Shareholders or third parties and are liable only towards Alpha Holdings in connection with the administration of its corporate affairs. The resolutions of the Board of Directors are passed by absolute majority of the Members present or duly represented, unless otherwise stipulated by Alpha Holdings' Articles of Incorporation or the law and subject to the provisions of Greek Law 3864/2010, as in force, or the HFSF's special veto rights. In case there is no unanimous decision, the views of the minority shall be recorded in the minutes.

A Member who is absent from a meeting for any reason whatsoever may be represented by another Member of the Board of Directors the absentee has authorised via a letter, a telex, a cable, a telefax or an e-mail addressed to the Board of Directors. A Member may represent only one absent Member. To form a quorum, no less than one-half plus one of its Members must be present or duly represented. In any event, the number of Members personally present either physically, by videoconference or by teleconference may never be less than six (6). The quorum is determined using absolute numbers.

The Board of Directors designates its Executive and Non-Executive Members. Independent Non-Executive Members are elected, according to Greek law on Corporate Governance, by the General Meeting of Shareholders. Under Greek Law 4706/2020 (articles 5 par. 2), Independent Members are elected by the General Meeting of Shareholders or appointed by the Board of Directors until the next General Meeting in the event of death, resignation or loss of the capacity of an Independent Member of the Board of Directors in any other way resulting in the number of the Independent Members being less than the minimum number required by law.

The Board of Directors was elected by the Ordinary General Meeting of Shareholders held on 22 July 2022 and was constituted in body as per the Board resolution of 22 July 2022.

The Board of Directors, at its meeting of December 2021, proceeded with the election of Ms. E.M. Andriopoulou, in replacement of Mr. A.Ch. Theodoridis, who resigned on 17 June 2021, as Non-Executive Member of the Board of Directors, with effect as of 1 January 2022. The tenure of the elected Member has been set from 1 January 2022 until the expiration of the remainder of the tenure of the Member whom she replaces.

The Ordinary General Meeting of 22 July 2022, following a relevant proposal by the Board of Directors and a respective recommendation by the Corporate Governance, Sustainability and Nominations Committee, resolved to elect the following thirteen Members of the Board of Directors with a four-year tenure:

1.	Vasileios T. Rapanos
2.	Vassilios E. Psaltis
3.	Spyros N. Filaretos
4.	Efthimios O. Vidalis
5.	Elli M. Andriopoulou
6.	Aspasia F. Palimeri

7.	Dimitris C. Tsitsiragos
8.	Jean L. Cheval
9.	Carolyn G. Dittmeier
10.	Richard R. Gildea
11.	Elanor R. Hardwick
12.	Shahzad A. Shahbaz
13.	Johannes Herman Frederik G. Umbgrove, in accordance with Greek Law 3864/2010 (as representative and upon instruction of the HFSF)

The above proposal comprised the re-election of twelve Members of the Board of Directors as well as the election of one new Member (Ms. Aspasia F. Palimeri), all on an individual basis (itemised ballot).

The proposal of the above Board Members has been assessed and reviewed by the Corporate Governance, Sustainability and Nominations Committee, in line with the current applicable regulatory and legislative framework, the Hellenic Corporate Governance Code (the "**Code**"), which Alpha Holdings has adopted and implements, the Suitability and Nomination Policy for the Members of the Board of Directors of Alpha Holdings, the Diversity Policy of Alpha Holdings, high standards of corporate governance and best practices, so that the Board of Directors can establish that the proposed nominees are suitable both on an individual basis and collectively.

The Board of Directors of Alpha Holdings, following a relevant recommendation by the Corporate Governance, Sustainability and Nominations Committee and a respective evaluation, proposed the appointment by the General Meeting of the following Members, who fulfil the independence criteria set by the regulatory and legislative framework, and, particularly, article 9 of Greek Law 4706/2020:

1.	Elli M. Andriopoulou
2.	Aspasia F. Palimeri
3.	Dimitris C. Tsitsiragos
4.	Jean L. Cheval
5.	Carolyn G. Dittmeier
6.	Richard R. Gildea
7.	Elanor R. Hardwick
8.	Shahzad A. Shahbaz

It is noted that, apart from the above eight Members that were appointed as Independent Non-Executive Members, Mr. V.T. Rapanos also fulfills the independence criteria set by the regulatory and legislative framework, and, particularly, article 9 of Greek Law 4706/2020.

Following the resolution of the Ordinary General Meeting of Shareholders dated 22 July 2022, the new Board of Directors was constituted into a body as per the provisions of article 77(3) of Greek Law 4548/2018 and article 9 of Alpha Holdings' Articles of Incorporation and decided on the delegation of its authorities.

The Board of Directors' tenure ends at the Ordinary General Meeting of Shareholders of 2026 and may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting of Shareholders and until the respective resolution has been adopted.

Under the HFSF Law, the HFSF is entitled to appoint a representative on the Board of Directors of Greek credit institutions that have received recapitalisation funds from the HFSF. In line with this, the General Meeting of Alpha Holdings, at its meeting on 22 July 2023, elected a Member, in accordance with the HFSF Law, article 10, paragraph 2, as representative and upon instruction of the HFSF (currently, Mr. Johannes Herman Frederik G. Umbgrove).

In the event of death, resignation or loss of the capacity of a Member or Members of the Board of Directors in any other way, the Board of Directors may elect replacements for the existing vacancies. The respective election shall be implemented by a resolution of the remaining Members of the Board of Directors, provided that they are at least three, and shall be valid for the remainder of the tenure of the replaced Members. The decision for such election must be published according to article 82 of Greek Law 4548/2018 and be announced by the Board of Directors at the next General Meeting. The General Meeting may replace the substitute members with others, even if membership is not on the agenda.

In any case, the remaining Members of the Board of Directors may carry on with the management and representation of Alpha Holdings, without replacing the missing Members, provided that the number of the remaining Members exceeds half of the Members of the Board of Directors as those were before any of the aforementioned events occurred and is not lower than three (3).

The Board of Directors represents Alpha Holdings and is qualified to resolve on every action concerning its management, the administration of its property and the promotion of its scope of business in general. More particularly, the Board of Directors is qualified to resolve on issues, which, in accordance with the law or the Articles of Incorporation, do not fall within the exclusive competence of the General Meeting.

The Board of Directors may, following a resolution, delegate, in whole or in part, the management and/or the representation of Alpha Holdings to one or more persons, Members of the Board of Directors, Executives or employees of Alpha Holdings or third parties, while defining simultaneously with the above resolution, the extent of the relevant delegation as well as the possibility to further assign the powers granted.

Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") and the HFSF have entered into a RFA, in accordance with the provisions of the Memorandum of Economic and Financial Policies and the provisions of the HFSF Law. The RFA originally entered into force on 12 June 2013 but was subsequently replaced by the New RFA entered into on 23 November 2015. The New RFA requires the following, among others, with respect to the composition of the Board of Directors: (i) the Chairman of the Board of Directors must be a Non-Executive Member and should not serve as Chairman of either the Board of Directors' Risk Management or the Audit Committees; (ii) the majority of the Board of Directors must be comprised of non-executive members, at least 50 per cent. of which (rounded to the nearest integer) and no fewer than three members (excluding the HFSF Representative) should be independent, satisfying the independence criteria of Greek Law 4706/2020 and the Recommendation 2005/162/EC; and (iii) the Board of Directors must include at least two executive members. In the context of the Hive Down, the New RFA was transferred to the Bank. The Bank has assumed the obligation to negotiate in good faith with the HFSF any amendments to the New RFA in order to preserve the rights of the HFSF at both the level of Alpha Holdings and the Bank subject to applicable law.

Board of Directors of Alpha Holdings

The following table sets forth the position of each Member and his/her status as an Executive, Non-Executive or Independent Non-Executive Member (as of the date of this Offering Circular).

Professional commitments of the Members of the Board of Directors	
Position	**Principal external activities**
Chair-Non-Executive Member	
Vasileios T. Rapanos	• Chairman of the Board of Directors of the Hellenic Bank Association • Member of the Board of Directors and the Executive Committee of the Foundation for Economic and Industrial Research (IOBE) • Chairman of the Board of Directors of the Alpha Bank Cultural Foundation • Vice Chairman of the Board of Directors of Biomedical Sciences and Technologies S.A. (BMS TECH S.A.) • Vice Chairman of the Board of Directors of the Company for the Management and Development of the Academy's Property • Member of the Board of Directors of the Citizens Movement for an Open Society (Non-profit organisation)
Executive Members	
Vassilios E. Psaltis – CEO	• Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) • Member of the Board of Directors of the Hellenic Bank Association
Spyros N. Filaretos – General Manager Growth and Innovation	• Member of the Board of Directors of Alpha Bank London Ltd • Chair of the Board of Directors of the Efstathia J. Costopoulos Foundation • Member of the Board of Directors of the Alpha Bank Cultural Foundation
Non-Executive Member	
Efthimios O. Vidalis	• Non-Executive Member of the Board of Directors of Titan Cement Company S.A. • Non-Executive Member of the Board of Directors of Fairfield-Maxwell Ltd • Independent Non-Executive Member of the Board of Directors of Eurolife FFH Insurance Group Holdings S.A. • President of the Executive Committee and Member of the Board of Directors of the Hellenic Federation of Enterprises (SEV) • Member of the Board of Directors of the ALBA Graduate School of Business Administration in Athens • Vice Chair of the Board of Directors of Solidarity Now (NGO)
Independent Non-Executive Members	
Elli M. Andriopoulou	Chairwoman and Managing Director of the Stavros Niarchos Foundation Cultural Center (SNFCC)
Aspasia F. Palimeri	Member of the Board of Directors of the Foundation for Economic & Industrial Research (IOBE)
Dimitris C. Tsitsiragos	Member of the Board of Directors of Titan Cement International, Cyprus
Jean L. Cheval	• Member of the Board of Directors of EFG-Hermès, Egypt • Chairman of the Steering Committee of Natixis Algérie • Chairman of the Natixis Foundation for Research and Innovation • Senior Adviser of Natixis
Carolyn G. Dittmeier	• Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA • Member of the Board of Directors of Illycaffè SpA • Member of the Board of Statutory Auditors of Moncler SpA • Member of the Board of Statutory Auditors of the University of Bologna Foundation • Consultant at Ferrero SA
Richard R. Gildea	• Member of the Board of Advisors at the Johns Hopkins University School of Advanced International Studies • Member of Chatham House-Royal Institute of International Affairs, London • Member of Alumni Association-Robert Bosch

Elanor R. Hardwick	• Member of the Board of Directors of Axis Capital Holdings Ltd, Axis Specialty Europe, Axis Re Europe, Axis Managing Agency Ltd • Member of the Advisory Board of Concirrus • Member of the Supervisory Council of Luminor Group • External Member of the Audit Committee of the University of Cambridge
Shahzad A. Shahbaz	• Group Chief Investment Officer of Al Mirqab Holding Co • Member of the Board of Directors of El Corte Inglés S.A. • Member of the Board of Directors of Seafox
Non-Executive Member (pursuant to the provisions of Greek Law 3864/2010)	
Johannes Herman Frederik G. Umbgrove	• Chairman of the Supervisory Board of Demir Halk Bank N.V., The Netherlands • Member of the Supervisory Board of Lloyds Bank GmbH, Germany • Member of the Management Committee of the Aston Martin Owners Club • Director of the Parel van Baarn Foundation

Biographical Information

Below are brief biographies of the Members of the Board of Directors.

Members of the Board of Directors

Chair (Non-Executive Member)

Vasileios T. Rapanos

Member of the Board of Directors since May 2014.

Nationality: Hellenic. 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 Organisation (1998-2000), Chairman of the Council of Economic Advisers 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).

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. In October 2021 he was re-elected as Chairman of the Board of Directors of the Hellenic Bank Association.

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

EXECUTIVE MEMBERS

CEO

Vassilios E. Psaltis

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

Nationality: Hellenic. Born in Athens, Greece, in 1968.

Experience: He held various senior management positions at ABN AMRO Bank's Financial Institutions Group in London and at Emporiki Bank wherein he worked as Deputy (acting) Chief Financial Officer. He joined Alpha Bank in 2007. In 2010 he was appointed Group Chief Financial Officer (CFO) and in 2012 he was appointed General Manager. Through these posts, he spearheaded capital raisings of several billions 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 market, reinforcing the position of the Bank.

Other positions of note: In 2019 he was elected member of the Institut International d' Études Bancaires (IIEB). He has been a Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021.

Education: PhD in Banking, MA in Business and Banking, University of St. Gallen, Switzerland.

General Manager

Spyros N. Filaretos

Member of the Board of Directors since 2005.

Nationality: Hellenic. Born in Athens, Greece, in 1958.

Experience: He joined Alpha Bank in 1985. 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 General Manager – Growth and Innovation.

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

NON-EXECUTIVE MEMBER

Efthimios O. Vidalis

Member of the Board of Directors since May 2014.

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

Nationality: Hellenic. Born in Washington, U.S.A., 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, 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). Furthermore, he is the founder of the SEV Business Council for Sustainable Development, where he served as Chairman from 2008 to 2016.

Other positions of note: He was elected President of the Executive Committee of SEV during the Annual General Meeting held in June 2020. He is a non-executive member of the Board of Directors of TITAN CEMENT COMPANY S.A. and of Fairfield-Maxwell Ltd (U.S.A.) as well as a non-executive independent member of Eurolife FFH Insurance Group Holdings S.A.

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

INDEPENDENT NON-EXECUTIVE MEMBERS

Elli M. Andriopoulou

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: Hellenic. Born in Athens, Greece, in 1975.

Experience: She commenced her career at Citibank NA, Athens, Greece (1997-1999) and then worked as a consultant (2000-2003) at Mercer Management Consulting (currently Oliver Wyman), U.S.A. 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, U.S.A.

Aspasia F. Palimeri

Member of the Board of Directors since July 2022.

Membership of Board Committees: Member of the Risk Management Committee and of the Remuneration Committee.

Nationality: Hellenic. 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, U.S.A. (2000).

Dimitris C. Tsitsiragos

Member of the Board of Directors since July 2020.

Membership of Board Committees: Member of the Risk Management Committee and of the Remuneration Committee.

Nationality: Hellenic. Born in Athens, Greece, in 1963.

Experience: He spent 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., U.S.A. (1989-2002). Furthermore, he held director positions for South Asia (India), Global Manufacturing and Services (Washington, D.C.) and Middle East, North Africa and Southern Europe (Cairo, Egypt), 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 Adviser, 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.

Other positions of note: He currently sits on the Board of Directors of Titan Cement International.

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

Jean L. Cheval

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). Furthermore he served as Head of France at the Bank of Scotland (2005-2009). As of 2009 he has been working 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 Natixis, alongside the CEO.

Other positions of note: He is currently a member of the Board of Directors of EFG-Hermes, Egypt, Chairman of the Steering Committee 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, DEA (Diplôme d' Études Approfondies) in Statistics and in Applied Mathematics, University of Paris VI.

Carolyn G. Dittmeier

Member of the Board of Directors since January 2017.

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

Nationality: Italian and US. Born in Salem, Massachusetts, U.S.A., 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, and subsequently assumed managerial responsibilities in the Montedison Group as Financial Controller and later as Head of Internal Audit. In 1999, she 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). Furthermore, she served as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA (2012-2017) as well as of Italmobiliare SpA (2014-2017).

Other positions of note: Since 2014 she has been Chair of the Board of Statutory Auditors of Assicurazioni Generali SpA and a member of the Boards and/or the Audit Committees of some non-financial companies (Moncler, Illycaffè).

Education: BSc in Economics, Wharton School, University of Pennsylvania. 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. Additionally, she has obtained a Qualification in Internal Audit Leadership (QIAL).

Richard R. Gildea

Member of the Board of Directors since July 2016

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

Nationality: British. Born in Winthrop, Massachusetts, U.S.A., in 1952.

Experience: He served in JP Morgan Chase, in New York and London, from 1986 to 2015, wherein he held various senior management positions throughout his career. He was Emerging Markets Regional Manager for the Central and Eastern Europe Corporate Finance Group, London (1993-1997) and Head of Europe, Middle East and Africa (EMEA) Restructuring, London (1997-2003). He also served as Senior Credit Officer in EMEA Emerging Markets, London (2003-2007) and Senior Credit Officer for JP Morgan's Investment Bank Corporate Credit in EMEA Developed Markets, London (2007-2015), wherein, among others, he was Senior Risk Representative to senior committees.

Other positions of note: He is currently a member of the Board of Advisers at the Johns Hopkins University School of Advanced International Studies, Washington D.C., where he chairs the Finance Committee, as well as a member of Chatham House (the Royal Institute of International Affairs), London.

Education: BA in History, University of Massachusetts (1974), MA in International Economics, European Affairs, Johns Hopkins University School of Advanced International Studies (1984).

Elanor R. Hardwick

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 Refinitiv). 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).

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, while she is also a member of the Risk Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. She is an external member of the Audit Committee of the University of Cambridge as of January 2021, a member of the Advisory Board of Concirrus as of May 2021 and a member of the Supervisory Council of Luminor Group as of April 2022.

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

Shahzad A. Shahbaz

Member of the Board of Directors since May 2014

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

Nationality: British. Born in Lahore, Pakistan, in 1960.

Experience: He has worked at various banks and investments firms, since 1981, including the Bank of America (1981-2006), from which he left as Regional Head (Corporate and Investment Banking, Continental Europe, Emerging Europe, Middle East and Africa). He served as Chief Executive Officer (CEO) of NBD Investment Bank/Emirates NBD Investment Bank (2006-2008) and of QInvest (2008-2012).

Other positions of note: He is currently the Group CIO of Al Mirqab Holding Co. He is also a member of the Board of Directors of El Corte Inglés and of Seafox.

NON-EXECUTIVE MEMBER in accordance with Greek Law 3864/2010

Johannes Herman Frederik G. Umbgrove

Member of the Board of Directors since April 2018.

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

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 CRO 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.

Other positions of note: As of 2014 he has been a Risk Adviser at Sparrenwoude B.V. He has been a member of the Supervisory Board of 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, 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 Demir Halk 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 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.

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.

Executive Committee of Alpha Holdings

In accordance with Greek Law 4548/2018 and Alpha Holdings' Articles of Incorporation, the Board of Directors established as of 2 December 2019 (at the time "Alpha Bank S.A.") an Executive Committee.

The Executive Committee acts as a collective corporate body of Alpha Holdings. The Executive Committee's powers and authorities are determined by way of a CEO act, delegating powers and authorities to the Committee.

The composition of the Executive Committee as of date of this Offering Circular is as follows:

Chair	
V.E. Psaltis	Chief Executive Officer
Members	
S.N. Filaretos	General Manager – Growth and Innovation
S.A. Andronikakis	General Manager – Chief Risk Officer
L.A. Papagaryfallou	General Manager – Chief Financial Officer
I.M. Emiris	General Manager of Wholesale Banking
I.S. Passas	General Manager of Retail Banking
N.R. Chryssanthopoulos	General Manager – Chief of Corporate Centre
S.A. Oprescu	General Manager of International Network
A.C. Sakellariou	General Manager – Chief Transformation Officer
S.N. Mytilinaios	General Manager – Chief Operating Officer
F.G. Melissa	General Manager – Chief Human Resources Officer
G.V. Michalopoulos	General Manager – Wealth Management & Treasury

Below are brief biographies of the General Managers who are members of Alpha Holdings' Executive Committee.

Vassilios E. Psaltis – CEO

He was born in Athens in 1968 and holds a PhD in Banking and an MA in Business and Banking from the University of St. Gallen in Switzerland. He held various senior management positions at ABN AMRO Bank's Financial Institutions Group in London and at Emporiki Bank wherein he worked as Deputy (acting) Chief Financial Officer. He joined Alpha Bank in 2007. In 2010 he was appointed Group Chief Financial Officer (CFO) and in 2012 he was appointed General Manager. Through these posts, he spearheaded capital raisings of several billions 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 market, reinforcing the position of the Bank. In 2019 he was elected member of the Institut International d' Études Bancaires (IIEB). He has been a Member of the Board of Directors and of the Executive Committee of the Hellenic Federation of Enterprises (SEV) since July 2021. He has been a Member of the Board of Directors since November 2018 and Chief Executive Officer since January 2019.

Spyros N. Filaretos - General Manager – Growth and Innovation

He was born in Athens in 1958. He holds a BA in Economics from the University of Manchester and a MPhil in Development Economics and International Development from the University of Sussex. He joined the Bank in 1985. 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). He has been a Member of the Board of Directors since 2005. As of December 2020 he is General Manager – Growth and Innovation.

Spiros A. Andronikakis - General Manager – Chief Risk Officer

He was born in Athens in 1960. He holds a BA in Economics and Statistics from the Athens University of Economics and Business and an MBA in Financial Management and Banking from the University of Minnesota, U.S.A. He has worked in the Corporate Banking Units of Greek and multinational banks since 1985. 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 General Manager and CRO.

Lazaros A. Papagaryfallou - General Manager – Chief Financial Officer

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 July 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. On 2 January 2019 he was appointed General Manager and CFO for the Group. During his career he served as Chairman and Member in the Boards of Directors of various Group Companies, in Greece and abroad, in the banking, insurance, financial services, industry and real estate sectors.

Ioannis M. Emiris - General Manager 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 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 and from 2004 as Head of the Investment Banking and Project Finance Division of Alpha Bank. From 2012 to 2014, he was the Chief Executive Officer of the Hellenic Republic Asset Development Fund (HRADF). On 5 November 2014, he was appointed Executive General Manager and on 19 November 2019 he was appointed General Manager of Wholesale Banking.

Isidoros S. Passas - General Manager 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 the City University Business School and has attended the Advanced Management Program (AMP) at INSEAD. He started his career in Procter & Gamble and held Director Positions in Marketing and Sales functions of multinational consumer goods companies. In 2000, he started his banking career in Eurobank. He had been Deputy General Manager of Retail Banking Network for several years. In 2013, he worked as a Senior Adviser to the CEO for retail marketing distribution in Hellenic Petroleum. He joined Alpha Bank in 2014. He held the positions of Manager of Deposit and Investment Products and Greek Branch Network Division. He is Vice President at the Board of Directors of AlphaLife Insurance Company S.A. and holds the position of Counselor at the Board of Directors of Alpha Finance. On 4 January 2016, he was appointed Executive General Manager and on 19 November 2019 he was appointed General Manager of Retail Banking.

Nicholas R. Chryssanthopoulos - General Manager – Chief of Corporate Center

He was born in Athens in 1975. He holds a degree in Philosophy, Politics and Economics from Oxford University. He has worked in the Alpha Bank Group since 2000 in the areas of Investment Banking, Corporate Development and Strategic Planning and has also served as Adviser to the Secretary General of the Ministry of Finance on banking matters. From 2016 to 2019, he served as a Senior Manager in Alpha Bank's Strategic Planning Unit, in charge of Group M&A and business planning. On 14 January 2019 he was appointed Executive General Manager and on 20 May 2022 he was appointed General Manager – Chief of Corporate Center (CCC).

Sergiu – Bogdan A. Oprescu - General Manager of International Network

He was born in 1963. He holds an MEng Graduate degree with concentration in Avionics from the Aeronautical Faculty, Politehnica University of Bucharest. He acquired a postgraduate degree in Banking from the University of Colorado and followed multiple executive program studies at Harvard Business School, Stanford and London Business School. He joined Alpha Bank Romania in 1994 and held several senior positions before he was appointed Executive President in 2007. He served as Chairman of the Bucharest Stock Exchange from 2000 to 2006 and Chairman of the Board of Directors of the Romanian Association of Banks from May 2015 to May 2021. On 11 February 2019 he was also appointed as General Manager of International Network.

Anastasia Ch. Sakellariou - General Manager – Chief Transformation Officer

She was born in 1973. She holds postgraduate degrees in International Banking from the University of Reading and in International Studies from the University of Warwick. She joined the Bank with 25 years of experience in international banking. She began her career in London in the mid-90s, having worked at bulge bracket investment banking firms. In her latest international role, she was a Managing Director in investment banking at Credit Suisse. In 2009 she repatriated; she held a public sector role as the CEO of HFSF at a critical time for the reshaping of the banking landscape. Before joining Alpha Bank, she was the CEO and driving force behind the creation of the first digital banking platform in Greece, Praxiabank. On 1 April 2020 she was appointed General Manager – Chief Transformation Officer (CTO).

Stefanos N. Mytilinaios - General Manager – Chief Operating Officer

He was born in Athens in 1973. He holds a First Class degree in Aerospace Engineering from the University of Bristol, UK, and an MBA with Distinction from INSEAD in Fontainebleau, France. He brings onboard extensive international and Greek experience in technology, operations and business, having assumed managerial positions in Greece and abroad. He was the Chief Technology Officer at Commercial Bank of Qatar and later on he was appointed General Manager, Digital Business at Piraeus Bank. Previously, he served as the Deputy Group CIO at Eurobank and a business consultant with McKinsey & Company, based in Athens and London. On 1 December 2020 he was appointed General Manager – Chief Operating Officer (COO).

Fragiski G. Melissa - General Manager – Chief Human Resources Officer (CHRO)

She was born in 1968. She studied Psychology at the National and Kapodistrian University of Athens and holds postgraduate degrees in Industrial/Organisational Studies from the Columbia University and in Social Studies from the New School for Social Research. She brings 25 years of experience in human resources; for eight years she was Head of Human Resources for Vodafone in Greece and Romania and before that she was Regional

Human Resource Director for Southeastern Europe for Colgate Palmolive. Earlier in her career, she was leading the human resources function at Makro Cash & Carry in Greece and was Senior Manager at KPMG. On 20 May 2022 she was appointed General Manager – Chief Human Resources Officer (CHRO).

Georgios V. Michalopoulos - General Manager – Wealth Management and Treasury

He was born in Athens in 1973. He studied Mathematics at the National and Kapodistrian University of Athens and holds an MBA in Business Administration and Finance from City University Business School. He joined 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 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 May 2016 he was appointed Executive General Manager and on 20 May 2022 he was appointed General Manager – Wealth Management and Treasury.

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

- prepares the strategy, the business plan and the annual budget of Alpha Holdings 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 ICAAP Report and the ILAAP Report;
- monitors the performance of each Business Unit and subsidiary of Alpha Holdings versus the budget and ensures that corrective measures are taken;
- reviews and approves the policies of Alpha Holdings informing the Board of Directors accordingly;
- approves and manages any collective programme proposed by the Human Resources Unit for the employees and ensures the adequacy of Resolution Planning governance, process and systems; and
- is responsible for the implementation of: (i) the overall risk strategy, including Alpha Holdings' risk appetite and its risk management framework, (ii) an adequate and effective internal governance and internal control framework, (iii) the selection and suitability assessment process for Key Function Holders, (iv) the amounts, types and distribution of both internal capital and regulatory capital and (v) the targets for the liquidity management.

Corporate Governance

Corporate Governance is a system of principles and practices underlying the organisation, operation and administration of an incorporated company, aiming to safeguard and satisfy the lawful interests of all those associated with the company.

Alpha Holdings has adopted and implements the principles of corporate governance, seeking to establish transparency in the communication with its shareholders, executives, employees, business partners, contractors and suppliers, and the provision of prompt and continuous information to investors.

In line with its constant effort to consistently respond to the expectations of its customers and of the Greek state, Alpha Holdings applies the legislative and regulatory framework governing its operation.

The Corporate Governance Code

Alpha Holdings, following a resolution of the Board of Directors and with reference to article 17 of Greek Law 4706/2020, adopted the Code.

Alpha Holdings adheres to the Code, a copy of which is posted on its website (https://www.alphaholdings.gr/-/media/alphaholdings/files/etairiki-diakubernisi/corporate-governance-code-june-2020-en.pdf).

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

Committees of Alpha Holdings' Board of Directors

The Board of Directors may establish permanent or *ad hoc* Committees to assist it in the discharge of its responsibilities, facilitate its operations and effectively support its decision-making. The Committees have an advisory role, including making recommendations to the Board of Directors, but may also assume delegated authorities, as determined by the Board. Each Committee has its dedicated Charter prescribing its composition, tenure, functioning and responsibilities.

Four Committees operate at Board level, namely:

- the Audit Committee;
- the Risk Management Committee;
- the Remuneration Committee; and
- the Corporate Governance, Sustainability and Nominations Committee.

Each Committee consists of not less than three Members and shall be deemed quorate when at least three Members are present, whether physically or by videoconference. The composition of each Committee is proposed to the Board of Directors by the Corporate Governance, Sustainability and Nominations Committee taking into account the "Suitability and Nomination Policy for the Members of the Board of Directors" as well as the respective legal and regulatory framework.

The major focus of the Committees is placed on the oversight and diligence of policies, practices and procedures within their specific area of mandate, on the preparation of draft resolutions to be approved by the Board of Directors and on the submission of relevant briefings, reports, key information and recommendations to the Board. The Committees report regularly to the Board of Directors concerning their work.

Audit Committee

The Audit Committee of the Board of Directors has been established and operates in accordance with all applicable laws and regulations. The determination of the form 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 Greek Law 4449/2017 were resolved upon by the Ordinary General Meeting of 22 July 2022. The Audit Committee currently constitutes a Committee of the Board of Directors and its Members whom were appointed by a resolution of the Board of Directors of 22 July 2022. It consists of a Committee Chair, who is an Independent Non-Executive Member, two Independent Non-Executive Members and two Non-Executive Members, whose tenure ends at the Ordinary General Meeting of Shareholders in 2026. The representative of the HFSF is a Member of the Audit Committee. The current Members of the Audit Committee are Carolyn G. Dittmeier (Chair), Efthimios O. Vidalis, Elli M. Andriopoulou, Jean L. Cheval, and Johannes Herman Frederik G. Umbgrove.

The Members of the Committee, based on a self-assessment process, 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 Alpha Holdings and has accounting / auditing knowledge and experience should always be present at meetings regarding the approval of the financial statements of Alpha Holdings.

Following the conclusion of the Ordinary General Meeting of Shareholders held on 22 July 2022, and in accordance with article 44 of Greek Law 4449/2017, as in force, the Chair of the Audit Committee was appointed by the Committee Members at the meeting of 22 July 2022. Finally, the majority of the Members are Independent Non-Executive Members, as per the provisions of Greek Law 4706/2020.

The specific duties and responsibilities of the Audit Committee are set out in its Charter which was approved by Alpha Holdings' Board of Directors in December 2022 and is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/corporate-governance/committees).

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

The Audit Committee:

- has oversight of the financial reporting processes and procedures for drawing up the annual and interim financial statements of the Bank and the Group, in accordance with applicable accounting standards;

- reviews the quarterly, semi-annual and annual financial statements of the Bank and the Group, together with the statutory certified auditors' report, where applicable, and the Board of Directors' annual management report, prior to their submission to the Board of Directors for approval;

- informs the Board of Directors of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit Committee was in that process;

- is informed of the evolution of significant accounting standards and oversees the impact on accounting policies;

- monitors and assesses the adequacy, effectiveness and efficiency of the internal control system (including ESG procedures) of the Bank and the Group, based on reports by the Internal Audit Unit, on findings of the external auditors, the supervisors and the tax authorities as well as on management information, as appropriate;

- 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 Bank and of the respective units across the Group;

- is responsible for the procedure followed for the selection of the statutory certified auditors of the Group 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 Bank and the Group. In relation to this, the Audit Committee examines and approves all proposals regarding the provision by the statutory certified auditor of non-audit services to the Bank and the Group, based on the relevant policy that the Audit Committee oversees and recommends to the Board of Directors for approval; and

- performs the oversight of the sustainability report and non-financial information reporting, including sustainability and ESG disclosures.

The Committee convenes generally on a monthly 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 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 Chair of the Audit Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The chair of the Audit Committee regularly informs the Board of Directors of the work of the Audit Committee.

The Chair of the Audit Committee submits to the Board of Directors and to the General Meeting of Shareholders a formal annual activity report on the work of the Audit Committee conducted during the previous year.

Risk Management Committee

The Risk Management 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 22 July 2022. It consists of a Committee Chair who is an Independent Non-Executive Member, four Independent Non-Executive Members and one Non-Executive Member. The representative of the HFSF is a Member of the Risk Management Committee.

The specific duties and responsibilities of the Risk Management Committee are set out in its Charter which was approved by the Alpha Holdings' Board of Directors in December 2022 and is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/corporate-governance/committees).

The current Members of the Risk Management Committee are Jean L. Cheval (Chair), Aspasia F. Palimeri, Dimitris C. Tsitsiragos, Richard R. Gildea, Elanor R. Hardwick and Johannes Herman Frederik G. Umbgrove.

All 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 issues.

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

The Risk Management Committee:

- assists the Board of Directors in promoting a sound risk culture at all levels throughout the Group, fostering risk awareness and encouraging open communication and challenge across the Group;

- 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 Bank and the Group. In this context, the Risk Management Committee considers the adequacy of the technical (e.g. modelling tools, IT systems, etc.) and human resources available to implement the risk and capital strategy and ensures the communication of key aspects of the risk strategy throughout the Group;

- reviews and recommends annually to the Board of Directors for approval the Group's RAF and risk appetite statement, considering also ESG risks, i.e. the risks of any negative financial impact to the Bank 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. The RAF should be clearly communicated throughout the Group and articulated/monitored via a set of metrics;

- determines the principles which govern risk management across the Bank and the Group in terms of the identification, measurement, monitoring, control and mitigation 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 Bank's IT infrastructure to record, report, aggregate and process risk-related information;

- reviews regularly, and at least annually, the Group's ICAAP and 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;

- keeps itself informed of recent regulatory developments, emerging supervisory expectations, the results of supervisory requests and the supervisory review and evaluation process conclusions;

- recommends to the Board of Directors for approval high-level policies on the management of risks; and

- collaborates with other Board Committees in relation to ESG issues.

The CRO, while administratively reporting to the CEO, shall report functionally to the Board of Directors through the Risk Management Committee.

The Risk Management Committee convenes at least once a month and may invite any Member of the Group's Management or Executive to attend its meetings. The CRO is a regular attendee of the Risk Management Committee meetings and has unhindered access to the Chair and the Members.

The Chair of the Risk Management Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The Chair regularly informs the Board of Directors of the work of the Risk Management Committee.

The Chair of the Risk Management Committee submits to the Board of Directors a formal annual report on the work of the Risk Management Committee conducted during the previous year.

Remuneration Committee

The Remuneration Committee of the Board of Directors 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 22 July 2022. It consists of a Committee Chair who is an Independent Non-Executive Member, two Independent Non-Executive Members and one Non-Executive Member. The representative of the HFSF is a Member of the Remuneration Committee.

The current Members of the Remuneration Committee are Richard R. Gildea (Chair), Aspasia F. Palimeri, Dimitris C. Tsitsiragos and Johannes Herman Frederik G. Umbgrove.

The Members of the Committee have collectively 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 must have sufficient professional experience in risk management.

The specific duties and responsibilities of the Remuneration Committee are set out in its Charter which was approved by Alpha Holdings' Board of Directors in December 2023 and is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/corporate-governance/committees).

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

The Remuneration 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 Greek Law 4548/2018" are consistent with the values, culture, business strategy, risk appetite and strategic objectives of the Group, taking into account ESG risks that affect the business environment in the short, medium or long term;

- provides its support and advice to the Non-Executive Members of the Board of Directors on the design of the Remuneration Policies for the Bank 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;

- recommends to the Non-Executive Members the remuneration of the Members of the Board of Directors;

- 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 Bank's risk profile);

- reviews and advises on fixed salaries, benefits and total compensation within the Bank;

- reviews the variable remuneration framework. Recommends to the Board of Directors for approval variable remuneration schemes for Employees across the Bank and the Group and proposes the total envelope for variable remuneration across the Bank and the Group; and

- oversees the evaluation process for senior executives and key function holders, ensuring that it is implemented adequately and in accordance with the provisions of the respective policy.

The Remuneration Committee convenes at least quarterly in each year and may invite any Member of the Management or Executive to attend its meetings. The Head of Human Resources is a regular attendee of the Committee meetings.

The Chair of the Remuneration Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The Chair regularly informs the Board of Directors of the work of the Remuneration Committee.

The Chair of the Remuneration Committee also submits to the Board of Directors a formal annual report on the work of the Committee conducted during the previous year.

In accordance with article 10 para 3 of the HFSF Law, and for as long as Alpha Holdings is subject to the provisions of the HFSF Law, the annual compensation for each Member of the Board of Directors cannot exceed the total remuneration of the Governor of the Bank of Greece.

The Ordinary General Meeting of 22 July 2021 approved the "Remuneration Policy of the Members of the Board of Directors", in accordance with articles 110 and 111 of Greek Law 4548/2018.

Corporate Governance, Sustainability and Nominations Committee

The Corporate Governance, Sustainability and Nominations Committee of the Board of Directors has been established and operates in accordance with all applicable laws and regulations. It consists of a Committee Chair who is an Independent Non-Executive Member, three Independent Non-Executive Members and two Non-Executive Members. The representative of the HFSF is a Member of the Corporate Governance, Sustainability and Nominations Committee. The Members of the current Corporate Governance, Sustainability and

Nominations Committee were appointed by a resolution of the Board of Directors of 22 July 2022. The current Members of the Corporate Governance, Sustainability and Nominations Committee are Elanor R. Hardwick (Chair), Efthimios O. Vidalis, Elli M. Andriopoulou, Carolyn G. Dittmeier, Shahzad A. Shahbaz and Johannes Herman Frederik G. Umbgrove.

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 Alpha Holdings to assess the appropriate composition of the Board of Directors and, among others, the selection process and suitability requirements to adequately discharge the Committee's responsibilities. At least one Member is in charge of overseeing ESG issues. Therefore, the Board of Directors appointed Ms. C.G. Dittmeier, Independent Non-Executive Member, as the Member in charge of overseeing ESG issues.

The specific duties and responsibilities of the Corporate Governance, Sustainability and Nominations Committee are set out in its Charter which was approved by Alpha Holdings' Board of Directors in December 2022 and is posted on Alpha Holdings' website (https://www.alphaholdings.gr/en/corporate-governance/committees).

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

The Corporate Governance, Sustainability and Nominations Committee:

- monitors the compliance of the Bank and the Group with the Code, to which the Bank adheres, ensuring appropriate application of the "comply or explain" principle;
- provides oversight that the implementation of this principle aligns with the legislation in force, the regulatory expectations and international corporate governance best practice;
- 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 Code as well as with corporate governance best practices;
- 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, 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 ongoing knowledge and skills development for the Members, which support the effective discharge of their responsibilities;

- reviews, at least semi-annually, current and emerging trends and regulatory developments in ESG issues that may significantly affect the Bank's activities, highlighting to the Board of Directors areas that may require actions;
- oversees the implementation of the Bank's policies on ESG issues; and
- oversees the sustainability reporting to stakeholders, in coordination with the Audit Committee.

The Corporate Governance, Sustainability and Nominations Committee convenes at least per year and may invite any Member of the Management or Executive to attend its meetings.

The Chair of the Corporate Governance, Sustainability and Nominations Committee ensures that minutes of its meetings are appropriately kept by the Secretary. The Chair regularly informs the Board of Directors of the work of the Committee.

The Chair of the Corporate Governance, Sustainability and Nominations Committee also submits to the Board of Directors a formal annual report on the work of the Committee conducted during the previous year.

Management and corporate governance of the Bank

The main administrative, management and supervisory bodies of the Bank are the Board of Directors and the Committees of the Board of Directors (namely the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance, Sustainability and Nominations Committee) and the Executive Committee, which coincide and have the same composition as the respective ones of Alpha Holdings. The Bank also has General Manager-level Management Committees.

Relationships and Other Activities

There are no potential conflicts of interest between the duties of the persons listed above pertaining to Alpha Holdings and their private interests.

HFSF Influence

The HFSF acquired its participation in Alpha Holdings (then operating as a licensed credit institution under the name "Alpha Bank S.A.") by providing recapitalisation funds in the 2013 share capital increase. The HFSF, as at the date of this Offering Circular, holds 9 per cent. of Alpha Holdings' aggregate common share capital with voting rights.

For information on the New RFA and on the relevant rights of the HFSF prior and subsequent to the Hive Down, see "*Regulation and Supervision—The HFSF—Relationship Framework Agreement*".

ALTERNATIVE PERFORMANCE MEASURES

APMs

Alternative Performance Measures	Q1 2023	FY 2022	Q1 2022	FY 2021
Core Banking Income	511.5	1,719.1	391.2	1,776.3
Core Pre-Provision Income	288.1	840.9	163.8	794.6
Cost of Risk	-0.7%	-0.8%	-0.5%	-1.0%
Fully Loaded Common Equity Tier 1 ratio	12.30%	11.9%	10.9%	10.8%
Loans to Deposits Ratio	76.1%	77.1%	80.7%	78.5%
Net Interest Margin	2.2%	1.7%	1.5%	1.9%
Non Performing Exposures	2,980.2	3,115.7	4,893.3	5,120.1
Non Performing Exposure Coverage	39.6%	40.7%	47.7%	46.5%
Non Performing Exposure ratio	7.6%	7.8%	12.2%	13.1%
Non Performing Loans	1,516.6	1,655.8	2,629.5	2,411.6
Non Performing loan ratio	3.9%	4.2%	6.6%	6.2%
Normalised Net Profit after (income) tax	162	429	134.0	330.0
Pre-Provision Income	264.0	1,007.3	273.8	742.3
Leverage Ratio	6.40%	5.30%	6.1%	6.3%

Alternative Performance Measures	Q1 2023	FY 2022	Q1 2022	FY 2021
Securities	14,651.3	13,474.5	10,956.6	10,645.0
"Return on Tangible Book Value" or "Return on Tangible Equity"	7.6%	7.0%	9.0%	-43.8%

Components of APMs

Components of APMs	Q1 2023	FY 2022	Q1 2022	FY 2021
Accumulated Provisions and FV adjustments	1,181.0	1,266.9	2,334.3	2,383.1
Gross Loans	39,326.9	39,922.2	40,078.1	39,201.4
Operating Income	535.8	1,995.2	511.7	1,950.4
Core Operating Income	521.5	1,818.1	408.6	1,807.9
Total Operating Expenses	271.8	987.9	238.0	1,208.1
Recurring Operating Expenses	233.3	977.2	244.8	1,013.3
Deposits	50,228.9	50,245.9	46,850.3	46,969.6
Net Loans	38,229.9	38,747.8	37,787.1	36,860.4
Impairment losses	-72.0	-288.2	-50.3	-373.5
FL CET1	4,166.9	4,042.7	3,839.7	3,747.0
FL RWAs	33,936.9	33,887.4	35,167.7	34,599.7
Total Assets	73,704.1	78,018.7	73,405.5	73,356.0
NPEs	2,980.2	3,115.7	4,893.3	5,120.1
NPLs	1,516.6	1,655.8	2,629.5	2,411.6
Average Net Loans	38,488.8	37,804.1	37,323.8	38,120.2

Components of APMs	**Q1 2023**	**FY 2022**	**Q1 2022**	**FY 2021**
Average Total Assets	75,861.4	75,687.3	73,380.7	71,698.0
Net profit/(loss) attributable to: Equity holders of the Bank	111.1	397.7	125.3	-2,906.2
"Income from financial operations" or "Trading Income"	14.3	177.2	103.1	142.5
Other (operating) income	9.9	98.9	17.4	31.6
Impairment losses on loans	-114.1	-561.3	-107.3	-1,412.0
Impairment losses on transactions	-42.1	-273.1	-57.0	-1,038.5
Management adjustments on trading income	0.0	-290.1	2.0	2,172.4
Average balance of Equity attributable to holders	6,515.4	6,147.5	6,070.6	7,180.6

APM Definitions

Reference number	Terms	Definitions	Relevance of the metric	Abbreviation
1	Accumulated Provisions and FV adjustments	Sum of Provision for impairment losses for loans and advances to customers, the Provision for impairment losses for the total amount of off balance sheet items exposed to credit risk as disclosed in the Consolidated Financial Statements of the reported period,and the Fair Value Adjustments (7).	Standard banking terminology	LLR
2	Core Banking Income	Sum of Net interest income and Net fee and commission income as derived from the Consolidated Financial Statements of the reported period.	Profitability metric	
3	Core Operating Income	Operating Income (26) less Income from financial operations (14) less management adjustments on operating income for the corresponding period.Management adjustments on operating income include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods	Profitability metric	
4	Core Pre-Provision Income	Core Operating Income (3) for the period less Recurring Operating Expenses (34) for the period.	Profitability metric	Core PPI
5	Cost of Risk	Impairment losses (11) for the period divided by the average Net Loans of the relevant period. Average balances is defined as the arithmetic average of balance at the end of the period and at the end of the previous period.	Asset quality metric	(Underlying) CoR
6	Deposits	The figure equals Due to customers as derived from the Consolidated Balance Sheet of the reported period.	Standard banking terminology	
7	Fair Value adjustments	The item corresponds to the accumulated Fair Value adjustments for non-performing exposures measured at Fair Value Through P&L (FVTPL).	Standard banking terminology	FV adj.
8	Fully-Loaded Common Equity Tier 1 ratio	Common Equity Tier 1 regulatory capital as defined by Regulation No 575/2013 (Full implementation of Basel 3), divided by total Risk Weighted Assets	Regulatory metric of capital strength	FL CET 1 ratio
9	Gross Loans	The item corresponds to Loans and advances to customers, as reported in the Consolidated Balance Sheet of the reported period, gross of the Accumulated Provisions and FV adjustments (1) excluding the accumulated provision for impairment losses on off balance sheet items, as disclosed in the Consolidated Financial Statements of the reported period.	Standard banking terminology	
10	Impact from NPA transactions	Management adjustments to income and expense items as a result of NPE/NPA exposures transactions	Asset quality metric	
11	Impairment losses	Impairment losses on loans (12) excluding impairment losses on transactions (13).	Asset quality metric	

Reference number	Terms	Definitions	Relevance of the metric	Abbreviation
12	Impairment losses on loans	Impairment losses and provisions to cover credit risk on Loans and advances to customers and related expenses as derived from the Consolidated Financial Statements of the reported period, taking into account the impact from any potential restatement, less management adjustments on impairment losses on loans for the corresponding period.Management adjustments on impairment losses on loans include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.	Standard banking terminology	LLP
13	Impairment losses on transactions	Represent the impact of incorporating sale scenario in the estimation of expected credit losses.	Asset quality metric	
14	"Income from financial operations" or "Trading Income"	Sum of Gains less losses on derecognition of financial assets measured at amortised cost and Gains less losses on financial transactions, as derived from the Consolidated Income Statement of the reported period, less management adjustments on trading income for the corresponding period.Management adjustments on trading income include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.	Standard banking terminology	
15	Income tax	The figure equals Income tax as disclosed in the Consolidated Financial Statements of the reported period, less management adjustments on income tax for the corresponding period. Management adjustments on income tax include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.	Standard banking terminology	
16	Leverage Ratio	This metric is calculated as Tier 1 divided by Total Assets (38).	Standard banking terminology	
17	Loan to Deposit ratio	Net Loans (19) divided by Deposits (6) at the end of the reported period.	Liquidity metric	LDR or L/D ratio
18	Net Interest Margin	Net interest income for the period (annualised) divided by the average Total Assets (38) of the relevant period. Average balance is defined as the arithmetic average of balance at the end of the period and at the end of the previous relevant period.	Profitability metric	NIM
19	Net Loans	Loans and advances to customers as derived from the Consolidated Balance Sheet of the reported period.	Standard banking terminology	
20	Non Performing Exposure	Accumulated Provisions and FV adjustments (1) plus CET 1 deductions used to cover calendar	Asset quality	NPE (cash)

Reference number	Terms	Definitions	Relevance of the metric	Abbreviation
	Coverage	provisioning shortfall divided by NPEs (22) at the end of the reference period.	metric	coverage
21	Non Performing Exposure ratio	NPEs (22) divided by Gross Loans (9) at the end of the reference period.	Asset quality metric	NPE ratio
22	Non Performing Exposures	Non-performing exposures (22) are defined according to EBA ITS on forbearance and Non Performing Exposures as exposures that satisfy either or both of the following criteria: a) material exposures which are more than 90 days past-due b)The debtor is assessed as unlikely to pay its credit obligations in full without realisation of collateral, regardless of the existence of any past-due amount or of the number of days past due.	Asset quality metric	NPEs
23	Non Performing Loan ratio	NPLs (24) divided by Gross Loans (9) at the end of the reference period.	Asset quality metric	NPL ratio
24	Non Performing Loans	Non Performing Loans (24) are Gross loans (9) that are more than 90 days past-due.	Asset quality metric	NPLs
25	Normalised Net Profit after (income) tax	Normalised profits between financial year 2022 and 2021 are not comparable due to initiation of a new normalised profits procedure effective since 1 January 2022 which does not exclude specific accounts such as the trading gains account and is based on specific principles and criteria. Main Income and expense items that are excluded for purposes of the normalised profit calculation are listed below: 1. Transformation related: a. Transformation Costs and related Expenses b. Expenses and Gains/Losses due to Non-Core Assets' Divestiture c. Expenses/Gains/Losses as a result of NPE/NPA exposures transactions' 2. Other non-recurring related: a. Expenses/Losses due to non anticipated operational risk b. Expenses/Losses due to non anticipated legal disputes c. Expenses/Gains/Losses due to short-term effect of non-anticipated and extraordinary events with significant economic impact d. Non-recurring HR/Social Security related benefits/expenses e. Impairment expenses related to owned used and inventory real estate assets	Profitability metric	Normalised Net PAT

Reference number	Terms	Definitions	Relevance of the metric	Abbreviation
		f. Initial (one off) impact from the adoption of new or amended IFRS g. Tax related one-off expenses and gains/losses 3. Income Taxes Applied on the Aforementioned Transactions.		
26	Operating Income	Sum of Net interest income, Net fee and commission income, Gains less losses on derecognition of financial assets measured at amortised cost, Gains less losses on financial transactions, Other income, Share of profit/(loss) of associates and joint ventures, as derived from the Consolidated Income Statement of the reported period, taking into account the impact from any potential restatement.	Standard banking terminology	
27	Other (operating) income	Sum of Dividend income, Other income, and Share of profit/(loss) of associates and joint ventures as derived for the Consolidated Income Statements of the reported period, taking into account the impact from any potential restatement.	Standard banking terminology	
28	Other impairment losses	Impairment losses and provisions to cover credit risk on other financial instruments as derived for the Consolidated Financial Statements of the reported period.	Standard banking terminology	
29	Pre-Provision Income	Operating Income (26) for the period less Total Operating Expenses (39) for the period.	Profitability metric	PPI
30	Profit/ (Loss) before income tax	Operating Income (26) for the period less Total Operating Expenses (39) plus Impairment losses on loans (12), plus Other Impairements losses (28)	Profitability metric	
31	Profit/ (Loss) after income tax from continuing operations	Profit/ (Loss) before income tax (30) for the period less Income tax (15) for the period	Profitability metric	
32	Profit/ (Loss) after income tax from discontinued operations	The figure equals Net profit/(loss) for the period after income tax, from Discontinued operations as disclosed in Consolidated Income Statement of the reported period, less management adjustments. Management adjustments on operating expenses include events that do not occur with a certain frequency, and events that are directly affected by the current market conditions and/or present significant variation between the reporting periods.	Profitability metric	
33	Net profit/(loss) attributable to: Equity holders of the Bank''	Profit/ (Loss) after income tax from continuing operations (31) for the period, less Impact from NPA transactions (10), plus Profit/ (Loss) after income tax from discontinued operations (32), plus Non-controlling interests as disclosed in Consolidated Income Statement of the reported period.	Profitability metric	
34	Recurring Operating Expenses	Total Operating Expenses (39) less management adjustments on operating expenses. Management adjustments on operating expenses include events that do not occur with a certain frequency, and events	Efficiency metric	Recurring OPEX

Reference number	Terms	Definitions	Relevance of the metric	Abbreviation
		that are directly affected by the current market conditions and/or present significant variation between the reporting periods.		
35	"Return on Tangible Book Value" or "Return on Tangible Equity"	Net profit/(loss) attributable to: Equity holders of the Bank (annualised), as disclosed in Consolidated Income Statement divided by the Average balance of Tangible Book Value (37). Average balance is defined as the arithmetic average of the balance at the end of the period and at the end of the previous relevant period.	Profitability metric	RoTBV or RoTE
36	Securities	Sum of Investment securities and Trading securities, as defined in the consolidated Balance Sheet of the reported period.	Standard banking terminology	
37	Tangible Book Value or Tangible Equity	Total Equity excluding the sum of Goodwill and other intangible assets, Non-controlling interests and Additional Tier 1 capital & Hybrid securities. All terms disclosed in the Consolidated Balance sheet at the reported date, taking into account the impact from any potential restatement.	Standard banking terminology	TBV or TE
38	Total Assets	Total Assets (38) as derived from the Consolidated Balance Sheet of the reported period, taking into account the impact from any potential restatement.	Standard banking terminology	TA
39	Total Operating Expenses	Sum of Staff costs, Voluntary exit scheme program expenses, General administrative expenses, Depreciation and amortisation, Other expenses as derived from the Consolidated Income Statement of the reported period taking into account the impact from any potential restatement.	Standard banking terminology	Total OPEX

OVERVIEW OF THE BANKING SERVICES SECTOR IN GREECE

Greece recorded a strong economic rebound in 2022 for the second consecutive year with Greek GDP increasing by 5.9 per cent. (2021: 8.4 per cent.), remaining resilient to adverse external shocks and strong inflationary pressures. Greek economic activity rose by 5.9 per cent. in 2022, at a stronger pace compared to the euro area and EU-27 averages (3.5 per cent.), amid earlier fears of recession in the EU, soaring energy and food prices, the tightening of monetary policy in response to persistent inflation and elevated geopolitical uncertainty. Solid economic growth in 2022 is mainly attributed to:

- better-than-expected performance of exports of services (9.9 per cent. increase compared to 2021);
- strong recovery of the tourism sector (in 2022 tourism receipts amounted to €17.7 billion, down by only 2.8 per cent. compared to 2019, while travel arrivals (excluding cruises) reached 27.8 million people, down by only 11.2 per cent. compared to 2019);
- strong private consumption grown (7.8 per cent. increase compared to 2021), making the largest contribution to overall GDP growth (5.3 percentage points), underpinned by ongoing employment gains and fiscal measures adopted to shield households against rising energy costs; and
- sizeable investment growth (11.7 per cent. increase compared to 2021) on the back of a strong resurgence in foreign direct investment (€7.22 billion or 3.5 per cent. of GDP).

In 2022, the Greek banks posted a profit after tax and discontinued operations of €3.6 billion, compared to a loss after taxes in 2021 of €4.8 billion, mainly due to lower credit risk provisioning and the increase in non-recurring income. At the same time, core operating income (i.e. net interest income and net commission income) rose, while operating expenses decreased further. As a result, return on assets (RoA) and return on equity (RoE) of banking groups rose to 1.1% and 13.4% respectively (Source: *Bank of Greece, Financial Stability Review, May 2023*).

In terms of capital adequacy for Greek banks, the Common Equity Tier 1 ("**CET1**") ratio and the total capital ratio on a consolidated basis rose to 14.5 per cent. and 17.5 per cent., respectively as at 31 December 2022, compared to 13.6 per cent. and 16.2 per cent. as at 31 December 2021 (Source: *Bank of Greece, Financial Stability Review, May 2023*). With a fully phased-in impact from IFRS 9, the CET1 ratio and the total capital ratio reached 13.4 per cent. and 16.4 per cent., respectively as at 31 December 2022 (Source: *Bank of Greece, Financial Stability Review, May 2023*).

Liquidity conditions have continued to improve in the Greek banking system and private sector deposits amounted to €188.7 billion in December 2022, increasing by circa €8.7 billion (cumulative net cash flows) compared to December 2021, of which household deposits were €141.3 billion and business deposits were €47.4 billion (Source: *Bank of Greece, Bank Credit and Deposits: December 2022*). Total deposits in the banking system (private sector and general government deposits) amounted to €196.7 billion in December 2022, representing an annual increase of 4.5 per cent. (Source: *Bank of Greece, Bank Credit and Deposits: December 2022*). The main drivers leading to the increase of deposits in the banking system were strong GDP growth as well as the strengthening of depositor confidence in the financial system. However, the deceleration in deposit growth compared to 2021 is due to strong inflationary pressures that eroded purchasing power of households and increasing operating and production costs of businesses (Source: *Bank of Greece, Financial Stability Review, May 2023*).

The outstanding amount of credit to the domestic private sector amounted to €115.5 billion at the end of December 2022, with the annual rate of change standing at 6.3 per cent. (Source: *Bank of Greece, Bank Credit and Deposits: December 2022*). More specifically, for December 2022, the annual rate change of credit to non-financial corporations stood at 11.8 per cent. from 10 per cent. in the previous month and the monthly net flow was positive by €2.3 billion, compared with a positive net flow of €34 million in the previous month (Source: *Bank of Greece, Bank Credit and Deposits: December 2022*), accelerated on account of the strong economic recovery and increased financing needs amid higher inflation. Bank credit to households has continued to contract, albeit at a slower pace. The interest rate increases by the European Central Bank (ECB) have led to a rise in domestic bank rates that is expected to continue (Source: *Bank of Greece, Interim Monetary Policy Report, December 2022*). In parallel, Greek banks continued to draw significant resources from the Eurosystem while they were facilitated by the supervisory measures of the SSM. Funding from the Eurosystem increased sharply from €7.6 billion in February 2020 to €50.8 billion in December 2021 and decreased to €35.4 billion in December 2022 (Source: *Bank of Greece Monthly Balance Sheet and Profit and Loss Account for financial year 2022, Table*). The banks continued lending to the real economy with the support mainly of the Hellenic Development Bank programmes.

The outstanding amount of NPLs decreased further in 2022. Total NPL stock (solo basis) for the domestic banking system at the end of December 2022 amounted to €13.2 billion, compared to €18.4 billion at the end of December 2021, declining by €94 billion from their March 2016 peak (Source: *Bank of Greece, NPLs Time Series, December 2022*). As a result, the NPL ratio decreased to 8.7 per cent. in December 2022 (Source: *Bank of Greece, NPLs Time Series, December 2022*). The NPL ratios for the business loans portfolio (7.6 per cent.) and mortgages (10.5 per cent.) performed better, compared to the respective ratio for the consumer loans portfolio (18.1 per cent.) (Source: *Bank of Greece, NPLs Time Series, December 2022*).

Today 35 banks operate in Greece, of which nine are commercial banks, five are cooperative banks and 21 are branches of foreign banks (Source: *Bank of Greece, List of credit institutions operating in Greece, May 2023*).

REGULATION AND SUPERVISION

The Group is subject to various financial services laws, regulations, administrative actions and policies in each jurisdiction where its members operate, including but not limited to Greek Law 4261/2014 (the "**Banking Law**") and the CRR, as amended and in force. In addition, through the trading of its ordinary shares on ATHEX, Alpha Holdings is also subject to applicable capital markets laws in Greece.

Within the SSM, the Bank, as a "Significant Institution" ("**SI**"), is subject to the direct supervision of the ECB, assisted by the Bank of Greece as National Competent Authority ("**NCA**"), in accordance with Regulation (EU) 1024/2013 (the "**SSM Regulation**"), Regulation (EU) 468/2014 (the "**SSM Framework Regulation**") and all other relevant legal acts and decisions of the ECB and the Bank of Greece. The Bank of Greece conducts the direct supervision of less significant institutions ("**LSIs**"), subject to the oversight of the ECB. Under certain conditions, the ECB can also take over the direct supervision of LSIs.

The ECB is the central bank of the 19 EU Member States which have adopted the euro and its main task is to maintain price stability in the euro area and so preserve the purchasing power of the single currency. In addition, the ECB is responsible for the prudential supervision of credit institutions located in the euro area and participating non-euro area Member States within the SSM, which also comprises the NCAs.

The ECB has direct supervisory responsibility over SIs in the euro area and participating non-euro area Member States. SIs include, among others, any Eurozone bank (including in the form of a financial holding company and therefore including Alpha Holdings) that meets at least one of the following criteria (set out in Article 6(4) of the SSM Regulation): (i) the total value of its assets exceeds €30 billion; or (ii) the ratio of its total assets over the GDP of the participating Member State of establishment exceeds 20 per cent., unless the total value of its assets is below €5 billion; or (iii) it has requested or received direct public financial assistance from the EFSF or the ESM; or (iv) it is one of the three most significant institutions in its home country; or (v) it is of significant relevance with regard to the domestic economy and the ECB, upon notification by the relevant NCA and following a comprehensive assessment, including a balance-sheet assessment, takes a decision confirming such significance.

If an SI fails to meet the criteria provided for in Article 6(4) of the SSM Regulation for three consecutive calendar years, it can be reclassified as an LSI. Direct supervisory responsibility for that institution then returns to the relevant NCA. If an LSI subsequently meets any of the criteria described above, it is reclassified as an SI. The NCA then hands over responsibility for direct supervision to the ECB.

In relation to Alpha Holdings and the Bank, pursuant to its decision dated 1 April 2021, the ECB has decided that: (a) Alpha Holdings and the Bank are a significant supervised group within the meaning of point (22) of Article 2 of Regulation (EU) No 468/2014 of the ECB; (b) Alpha Holdings is classified as a significant supervised entity within the meaning of Article 6(4) of Regulation (EU) No 1024/2013; and (c) Alpha Holdings is considered to be the entity at the highest level of prudential consolidation within that supervised group.

The direct supervision of the ECB over SIs includes (among other things) the power to:

- authorise and withdraw authorisations of SIs;
- for SIs that wish to establish a branch or provide cross-border services in a country outside the Eurozone, carry out the tasks which the NCA of the home Member State shall have under the relevant EU law;
- assess the acquisition and disposal of qualifying holdings in SIs;

- ensure compliance of SIs with all prudential requirements on credit institutions and set, where necessary, higher prudential requirements for credit institutions, for example for macro-prudential reasons to protect financial stability under the conditions provided by EU law;

- ensure compliance of SIs with requirements on internal governance arrangements, including the fit and proper assessment of the persons responsible for the management of credit institutions and key functions holders, risk management processes, internal control mechanisms, remuneration policies and practices and effective internal capital adequacy assessment processes;

- carry out supervisory reviews, including where appropriate in coordination with the EBA, stress tests and, on the basis of that supervisory review, impose on SIs specific additional own funds requirements, specific publication requirements, specific liquidity requirements and other measures, where specifically made available to NCAs by relevant EU law;

- carry out supervision on a consolidated basis over SIs' parent entities established within the Eurozone and to participate in supervision on a consolidated basis;

- impose a wide range of supervisory measures, depending on the credit institution's risk profile assessment;

- approve acquisitions by SIs of holdings in a non-credit institution or a credit institution outside the EU;

- approve mergers / de-mergers involving SIs;

- approve asset transfers / divestments involving SIs;

- approve SIs' statutes;

- approve / object to the appointment of external auditors (to the extent such powers are linked to ensuring compliance with prudential requirements) of SIs;

- impose pecuniary sanctions;

- authorise the issuance of and supervise covered bonds issued by credit institutions as of 8 July 2022 pursuant to Directive (EU) 2019/2162, which was transposed into Greek law by Greek Law 4920/2022;

- examine outsourcing of activities by SIs; and

- approve strategic decisions of SIs.

As regards the monitoring of credit institutions, the NCAs will continue to be responsible for supervisory matters not conferred on the ECB, such as: (i) macroprudential supervisory tasks; (ii) the approval of mergers from a competition law perspective; (iii) the "supervision" of external auditors; (iv) the imposition or enforcement of conditions attached by regulation to banking activities, such as product rules; (v) the imposition of penalties to absorb the economic advantage gained from the breach of prudential requirements (which primarily serve competition law purposes); (vi) consumer protection; (vii) anti-money laundering; (viii) payment services; and (ix) authorisation and supervision of branches of third country credit institutions.

Alpha Holdings, the parent of the Bank, is a parent financial holding company within the meaning of Article 3(1)(26) of the Banking Law. Following the transposition of CRD V in Greek Law, Alpha Holdings filed (in accordance with Article 22A of the Banking Law and the Executive Committee Act No. 190/1/16.06.2021 of the Bank of Greece) on 26 July 2021 an application for approval by the ECB and the Bank of Greece, in order to act as the financial holding company of the Bank. Such approval was granted on 18 January 2022, the following conditions provided in Article 22A(4) of the Banking Law having been fulfilled:

- the internal arrangements and distribution of tasks within the group are adequate for the purpose of complying with the requirements that are imposed by the Banking Law (as amended to transpose CRD V) and the CRR on a consolidated basis and, in particular, are appropriate to: (i) coordinate all the subsidiaries of the financial holding company through, among other things, the adequate distribution of tasks among subsidiary institutions, if required; (ii) prevent or manage intra-group conflicts; and (iii) enforce the group-wide policies set by the parent financial holding company throughout the group;

- the structural organisation of the group of which the financial holding company is part does not obstruct or otherwise prevent the effective supervision of the subsidiary institutions or parent institution as concerns the individual, consolidated and, where appropriate, sub-consolidated obligations to which they are subject. The assessment of that criterion must take into account, in particular: (i) the position of the financial holding company in a multi-layered group; (ii) the shareholding structure; and (iii) the role of the financial holding company within the group;

- the criteria set out in Article 14 and the requirements laid down in Article 114 of the Banking Law are met.

Where the ECB and the Bank of Greece have established that the conditions set out above are not met or have ceased to be met, Alpha Holdings shall be subject to appropriate supervisory measures to ensure or restore, as the case may be, continuity and integrity of consolidated supervision and ensuring compliance with the requirements laid down in the Banking Law and in the CRR on a consolidated basis. In accordance with Article 22(9) of the Banking Law, these supervisory measures may include:

- suspending the exercise of voting rights attached to the shares of the subsidiary institutions held by Alpha Holdings;

- issuing injunctions or penalties against Alpha Holdings or the members of the management body and managers;

- giving instructions or directions to Alpha Holdings to transfer to its shareholders the participations in its subsidiary institutions;

- designating on a temporary basis another financial holding company, mixed financial holding company or institution within the group as responsible for ensuring compliance with the requirements laid down in the Banking Law and in CRR on a consolidated basis;

- restricting or prohibiting distributions or interest payments to shareholders;

- requiring Alpha Holdings to divest from or reduce holdings in institutions or other financial sector entities; and

requiring Alpha Holdings to submit a plan on return, without delay, to compliance.

The Regulatory Framework – Prudential Supervision

Credit institutions operating in Greece are required, among other things, to:

- calculate, observe and report liquidity and capital adequacy ratios prescribed by the applicable provisions of the Banking Law, the CRR and the relevant Bank of Greece Governor's Acts, to the extent that such acts are not contrary to the provisions of CRD/CRR, and until replaced by new regulatory acts issued under the Banking Law;

- maintain efficient internal audit, compliance and risk management systems and procedures, in accordance with the Bank of Greece Governor's Act No. 2577/2006, as amended and supplemented by subsequent decisions of the Governor of the Bank of Greece, the Executive Committee of the Bank of Greece and the Banking and Credit Committee of the Bank of Greece;

- apply specific internal governance and organisation requirements, both before entering into an outsourcing arrangement and during the term of the arrangement, maintain a register of information on all outsourcing agreements and make available to the Bank of Greece, upon request, this register, as well as any other information necessary for the exercise of effective supervision in accordance with Executive Committee Act No. 178/5/2.10.2020 of the Bank of Greece adopting the EBA guidelines on outsourcing arrangements (EBA/GL/2019/02);

- comply with the requirements of information technology and security risk management, in accordance with Executive Committee Act No. 190/2/16.6.2021 of the Bank of Greece adopting the EBA Guidelines on ICT and security risk management (EBA/GL/2019/04);

- submit to the Bank of Greece periodic reports and statements required under the Bank of Greece Governor's Act No. 2651/2012, as amended and in force;

- disclose data regarding the bank's financial position and its risk management policy;

- provide the Bank of Greece and, where relevant, the ECB with such further information as they may require;

- in connection with certain operations or activities, notify or request the prior approval of the ECB acting in co-operation with the Bank of Greece or the Bank of Greece, as the case may be, in each case in accordance with the applicable laws of Greece and the relevant acts, decisions and circulars of the Bank of Greece (each as in force from time to time); and

- permit the Bank of Greece and, where relevant, the ECB to conduct audits and inspect books and records of the bank, in accordance with the Banking Law and certain Bank of Greece Governor's Acts.

If a credit institution breaches any law or regulation falling within the scope of the supervisory power attributed to the ECB or, as the case may be, the Bank of Greece, the ECB or the Bank of Greece, respectively, is empowered, among other things, to:

- require the credit institution to strengthen their arrangements, processes and strategies;

- require the credit institution to take appropriate measures (which may include prohibitions or restrictions on dividends, requiring a share capital increase or requiring prior approval for future transactions) to remedy the breach;

- (in the case of the Bank of Greece only) impose sanctions in accordance with (i) Article 55A of the Articles of Association of the Bank of Greece, as ratified by Laws 2832/2000 and 4099/2012, and amended by Bank of Greece Governor's Act No. 2602/2008; (ii) the provisions of the Banking Law; and (iii) Article 134(1) of the SSM Framework Regulation at the request of the ECB;

- (in the case of the ECB only) impose administrative penalties in accordance with Article 18 of the SSM Regulation and Articles 120 et seq of the SSM Framework Regulation;

- appoint a commissioner; and

- where the breach cannot be remedied, and as a last resort, revoke the licence of the credit institution and place it in a state of special liquidation in the circumstances set out in Article 19 of the Banking Law, which include, among other things: (i) (A) the breach of the prudential requirements set out in Articles 92-403 and 411-428 of the CRR, (B) the breach of the supervisory powers of Article 96(1)(a) of the Banking Law, (C) the breach of the special liquidity requirements set out in Article 98 of the Banking Law or (D) the fact that it can no longer be relied on to fulfil its obligations towards its creditors, and, in particular, no longer provides security for the assets entrusted to it by its depositors; (ii) the breaches listed in Article 59(1) of the Banking Law; or (iii) its inability or unwillingness to increase its own funds.

Credit institutions established in Greece are subject to a range of reporting requirements under the European framework applying to reporting requirements (e.g. CRR; CRD Directive, as transposed in Greece by the Banking Law; Commission Implementing Regulations (EU) 2019/876 (CRR II) (EU) 680/2014 and 2016/2070; ECB Regulations 2015/534, 2017/1538 and 2020/605, as in force), and the national framework (e.g. Law 4799/2021, Bank of Greece Governor's Acts Nos. 2651/20.1.2012, 2670/7.3.2014, 2679/20.6.2017, 2684/18.5.2020, 2685/22.10.2020, Executive Committee Acts No. 112/31.1.2017, 157/5/02.04.2019, 175/2/29.7.2020 of the Bank of Greece, as in force) including, *inter alia*, the submission of reports relating to:

- capital structure, qualifying holdings, persons who have a special affiliation with the institution and loans or other types of credit exposures that have been provided to these persons by the institution;
- own funds and capital adequacy ratios;
- capital requirements for all kinds of risks;
- large exposures and concentration risk;
- liquidity coverage ratio;
- net stable funds ratio;
- additional liquidity monitoring metrics;
- liquidity risk;
- leverage ratio;
- interbank market details;
- financial statements and other financial information;
- covered bonds;
- internal control systems;
- securitisation exposures;
- funding plans;
- supervisory benchmarking exercises;
- non-performing exposures;
- complaints' handling;
- prevention and suppression of money laundering and terrorist financing; and
- information technology systems.

The Bank submits regulatory reports both at an individual and Group level to the Bank of Greece and/or the ECB on a daily, monthly, quarterly, semi-annual or annual basis, as applicable.

Transposition of Directive 2001/24/EC of the European Parliament and of the Council of 4 April 2001 on the Reorganisation and Winding-Up of Credit Institutions

Greece has faithfully transposed Directive 2001/24/EC by virtue of Greek Law 3458/2006 on the winding-up and reorganisation of credit institutions. Greek Law 3458/2006, as amended and in force, is in line with the provisions of Directive 2001/24/EC and introduces a series of conflicts of laws rules on the laws applicable to the winding-up and reorganisation of a credit institution, including among others:

Law Governing Reorganisation Measures

Article 4 sets the rule by providing that any reorganisation process shall be applied in accordance with the laws, regulations and procedures applicable in the Home Member State of the credit institution, subjected to such process. The process would be carried out in accordance with the provisions of the Banking Law.

Law Governing Winding-Up Process

Article 11 introduces a conflict of laws rule on the winding-up process for credit institutions, pursuant to which any credit institution shall be wound up in accordance with the laws, regulations and procedures applicable in Greece insofar as Greek Law 3458/2006 does not provide otherwise.

The regulatory framework has been affected by the recapitalisation framework and the creation of the HFSF.

Capital Adequacy Framework

In December 2010, the Basel Committee on Banking Supervision issued two prudential regulation framework documents which contained the Basel III capital and liquidity reform package. The Basel III framework has been partially implemented in the EU through CRD IV/V and CRR, which have been transposed into Greek law where applicable.

Full implementation of the Basel III framework began on 1 January 2014, with particular elements phased in over the period to 2019, although some minor transitional provisions provide for a phase-in extended until 2024. The framework has been amended by CRR II and CRD V, as transposed into Greek law by Law 4799/2021.

In June 2020, the EU Council approved Regulation (EU) 2020/873 ("**CRR Quick Fix**") amending the CRR and Regulation (EU) 2019/876 to mitigate the economic effects of the COVID-19 pandemic.

The major points of the capital adequacy framework include:

Quality and Quantity of Capital

The definition of regulatory capital and its components has been revised at each level. A minimum CET1 capital ratio of 4.5 per cent., a minimum Tier 1 capital ratio of 6 per cent. and a minimum total capital ratio of 8 per cent. have been imposed, and there is a requirement for Additional Tier 1 ("**AT1**") capital instruments to have a mechanism that requires them to be written down or converted on the occurrence of a trigger event.

Capital adequacy of Alpha Holdings is monitored on a consolidated basis by the ECB and the Bank of Greece.

The main objectives of the Group related to its capital adequacy management are the following:

- comply with the capital requirements regulation according to the supervisory framework.
- preserve the Group's ability to continue unhindered its operations.

- retain a sound and stable capital base supportive of the Bank's management business plans.
- maintain and enhance existing infrastructures, policies, procedures and methodologies for the adequate coverage of supervisory needs, in Greece and abroad.
- the Group applies the following methodologies for the calculation of Pillar I capital requirements:
- the standardised approach for calculating credit risk;
- the standardised method (SA-CCR) for calculating counterparty credit risk;
- a VaR model developed at a solo level for significant exposures and approved by the Bank of Greece. Additionally, the Bank uses a standardised approach to calculate market risk for the remaining, non-significant exposures;
- the standardised approach for calculating credit valuation adjustment risk; and
- the standardised approach for calculating operational risk.

2021 Banking Package

In November 2021, the European Commission proposed a package of measures that impact both capital requirements and resolution, including (1) a separate legislative proposal to amend the CRR in the area of resolution and BRRD (the so-called 'daisy chain' proposal), (2) a legislative proposal to amend CRR as regards requirements for credit risk, credit valuation adjustment risk, operational risk, market risk and the output floor and (3) a legislative proposal to amend CRD as regards supervisory powers, sanctions, third-country branches, and environmental, social and governance risks, as well as BRRD. The proposed rules on capital, liquidity and resolution, if adopted by the European Parliament and Council, are expected to enter into force by 2025, with a few exceptions. These new rules aim to ensure that EU banks will become more resilient to potential future economic shocks, while contributing to Europe's recovery from the COVID-19 pandemic and the transition to climate neutrality.

The package introduced a number of measures, including the following:

- Finalisation of the implementation of the Basel III agreement in the EU;
- Addressing environmental, social, and governance (ESG) risks;
- Enhancing supervisory powers;
- New rules for third country branches; and
- Amendment of the CRR in the area of resolution.

Full implementation of Basel III Reform

One of the key outstanding elements of the Basel III framework is the gradual introduction from January 2025 of the so-called 'output floor', which aims to set a lower limit on the capital requirements that banks calculate when using their internal models so as to address the risk that a bank's internal model incorrectly estimates the bank's capital requirements. The Bank is not expecting a negative effect from the new regulation. The reason for that is the use of the standardised approach for the calculation of the Bank's credit risk capital requirements and the Bank's small trading book. The new standardised approach for operational risk is an accounting measure based on the Bank's income (business indicator component) and historical losses experience (internal loss multiplier). It assumes that the operational risk increases in an increasing rate with the Bank's income and the likelihood of incurring operational risk losses increases in the future if the Bank has higher historical operational risk losses.

ESG Risks

The proposal introduces the requirement that credit institutions have robust governance arrangements and concrete plans signed off by the management body to deal with ESG risks and enlarges the scope of ESG disclosures to all institutions (it currently only applies to large listed ones), in a proportionate way.

Enhancing supervisory powers

The proposal expands the list of supervisory powers available in the CRD Directive to competent authorities to cover operations such as acquisitions by a credit institution of a material holding in a financial or non-financial entity, the material transfer of assets or liabilities and merger or divisions. Moreover, the fit-and-proper criteria for the members of the management body as well as the timing of such assessment are further clarified.

Third Country Branches

The package introduces harmonised provisions on the authorisation, capital, liquidity, governance, reporting and supervision of third country branches to address risks on financial stability arising from the lack of common authorisation or prudential requirements, or appropriate cooperation arrangements between national supervisory authorities in the EU. For third country branches with assets equal to or larger than EUR 30 billion in one or more Member States that are systemically important for the Member States where they are established and the EU, the competent authorities will be able to require their third country parent group to convert the third country branch into subsidiariy or, alternatively, impose other requirements provided these are deemed sufficient to address financial stability concerns.

The 2021 banking package has been so far partially adopted by Regulation (EU) 2022/2036 amending CRR and BRRD as regards the prudential treatment of GSIIs with a multiple-point-of-entry resolution strategy and methods for the indirect subscription of instruments eligible for meeting the minimum requirement for own funds and eligible liabilities, which entered into force on 14 November 2022. Nonetheless, most of the provisions of said regulation shall apply from 1 January 2024, with a few exceptions. Member states must also enact measures for the transposition of certain provisions into national laws by 15 November 2023.

Capital Buffer Requirements

In addition to the minimum capital ratios described above, banks are required under Article 121 et seq. of the Banking Law to comply with the combined buffer requirement consisting of the following additional capital buffers:

- a ***capital conservation buffer*** of 2.5 per cent. of RWA;
- a ***systemic risk buffer*** ranging between 1 and 5 per cent. of RWA designed to prevent and mitigate long-term non-cyclical systemic or macro-prudential risks not covered by the CRR. The buffer has not been applied in Greece to date;
- a (firm-specific) ***countercyclical buffer*** ranging between 0 and 2.5 per cent. of RWA depending on macroeconomic factors. The countercyclical buffer should be built up when aggregate growth in credit and other asset classes with a significant impact on the risk profile of such credit institutions are judged to be associated with a build-up of system-wide risk, and drawn down during stressed periods. In line with previous years, this buffer for Greek banks has been specified at 0 per cent. for 2022 and the first quarter of 2023 (pursuant to Executive Committee Act No. 202/11.3.2022 of the Bank of Greece and the accompanying press releases from the Bank of Greece dated 21 March 2022 and 28 March 2023);

- an ***other systemically important institutions ("O-SII") buffer*** which, for the Bank, ranges between 1 per cent. and 3 per cent. of RWA. According to the EBA's methodology, all Greek O-SIIs are classified in bucket 4, which corresponds to a level of 1 per cent. for the O-SII buffer. The O-SII buffer was set at 0 per cent. throughout 2016, 2017 and 2018 and was phased in to reach 1 per cent. over five years from 2019 to 2023. The O-SII buffer was set at 0.25 per cent. throughout 2019 and at 0.50 per cent. throughout 2020 and 2021 (Executive Committee Act No. 174/26.6.2020 of the Bank of Greece). The O-SII buffer was set at 0.75 per cent. on a consolidated basis for 2022 (Executive Committee Act No 195/1/29.11.2021) and at 1 per cent. on a consolidated basis for 2023 (Executive Committee Act No 212/1/21.09.2022); and

- a ***global systemically important institutions ("G-SII") buffer*** ranging between 1 per cent. and 5 per cent. of RWA designed to prevent and mitigate long-term non-cyclical systemic or macro-prudential risks not covered by the CRR. As none of the Greek credit institutions has been classified as a G-SII, the G-SII buffer has not been applied in Greece to date.

Depletion of these buffers will trigger limitations on dividends, distributions on capital instruments and variable compensation. The buffers are designed to absorb losses in stress periods.

Supervisory Review and Evaluation Process (SREP)

The SSM conducts annually a Supervisory Review and Evaluation Process (SREP) in order to set prudential as along as other qualitative requirements to credit institutions (Article 89 et seq. of the Banking Law and Article 3 SSM Framework Regulation) This process evaluates the:

- sustainability and viability of business model;

- adequacy of governance and risk management;

- assessment of risk to capital; and

- assessment of risks to liquidity and funding.

In the SREP context, the SSM may also require institutions, in accordance with Article 96a of the Banking Law to have additional own funds in excess of the requirements set out in CRR, under the conditions set out in Article 96a of the Banking law.

On 2 February 2022, the SSM informed Alpha Holdings that from the fourth quarter of 2022 the minimum limit for the consolidated overall capital requirement ("**OCR**") stands at 14.31 per cent, increased by 0.31 per cent. compared to 2021, due to the increase of the O-SII buffer by 0.25 per cent. and a 0.06 per cent. increase to the countercyclical buffer (which results from the contribution of the Group's subsidiaries abroad (for Greece the countercyclical buffer is currently set to 0 per cent.)). The OCR is composed of the minimum own funds requirements (8 per cent.), according to article 92(1) of the CRR, the additional Pillar 2 own funds requirements ("**P2R**"), according to article 16(2)(a) of Regulation 1024/2013/EU, which corresponds to 3.0 per cent., and the combined buffer requirements, according to article 128(6) of Directive 2013/36/EU, as described above, which corresponds to 3.56 per cent. The above minimum ratios should be maintained on a phased-in basis under applicable transitional rules of CRD/CRR at all times.

The European Commission decided to revise the existing regulatory framework by bringing forward regulations that would normally come into effect with the CRR II / CRD V framework as well as to mitigate the COVID-19 impact on the economy and encourage banks to grant new loans.

As a result, in June 2020 the EU published CRR Quick Fix, which included amendments in relation to the capital requirements set by the CRR and Regulation (EU) 876/2019.

CRR Quick Fix includes, *inter alia*, Articles 468 and 473a which introduced new provisions aiming to:

- Mitigate the negative impact on the regulatory capital of banks from the increase in the expected credit loss as a result of the COVID-19 pandemic. This article extended by a further two years the ability to add back to regulatory capital the expected credit losses recognised in 2020 and afterwards relating to performing financial instruments. This transition period is effective until the end of 2024. The weighting factors were set at 1.00 for the first two years (2020 and 2021), 0.75 in 2022, 0.5 in 2023 and 0.25 in 2024.

- Introduce a temporary prudential filter to neutralise debt market volatility deriving from the effects of the COVID-19 pandemic. The filter was effective between 1 January 2020 and 31 December 2022. As a result of the application of the filter, banks were able to add back a percentage of the unrealised gains and losses in the sovereign debt securities placements that affected CET1 capital. For 2022 the applied percentage was 40 per cent.

The Bank has made use of Articles 473a and 468 of CRR and applies the transitional provisions for the calculation of capital adequacy on both a standalone and consolidated basis.

As at 31 December 2022, the Group's:

- CET1 ratio was 13.2 per cent. (11.9 per cent. on a fully-loaded basis, including Basel III and IFRS 9 impact);

- Tier 1 capital ratio was 13.2 per cent. (11.9 per cent. on a fully-loaded basis, including Basel III and IFRS 9 impact); and

- Total capital adequacy ratio was 16.2 per cent. (14.9 per cent. on a fully-loaded basis, including Basel III and IFRS 9 impact).

On 8 February 2023, Alpha Holdings completed the issuance of the AT1 Notes. The AT1 Notes, which have a first optional call date five and a half years after their issue date, were issued at a yield of 11.875 per cent. Coupon payments are discretionary on a semi-annual basis. The issuance of the AT1 Notes increased the Group's total capital adequacy ratio by 117 basis points.

Deductions from CET1

The Bank applies the provisions of the CRR, regarding the items that should be deducted from regulatory capital, on both a standalone and consolidated basis.

Central Counterparties

To address the systemic risk arising from the interconnectedness of credit institutions and other financial institutions through the derivatives markets, a 2 per cent. risk-weight factor applies to certain trade exposures to qualifying central counterparties. The capitalisation of credit institution exposures to central counterparties is based in part on the compliance of the central counterparty with the International Organisation of Securities Commissions' standards (since non-compliant central counterparties are treated as bilateral exposures and do not receive the preferential capital treatment referred to above).

Counterparty Credit Risk

The counterparty credit risk management standards have been raised in a number of areas, including for the treatment of so-called wrong-way risk, that is, cases where the exposure increases when the credit quality of the counterparty deteriorates. For example, the CRR introduced a capital charge for potential mark-to-market losses associated with deterioration in the creditworthiness of a counterparty and the calculation of expected positive exposure by taking into account stressed parameters.

Leverage Ratio

The leverage ratio is calculated by dividing a bank's Tier 1 capital by its total exposure measure and is expressed as a percentage. A key distinction between the minimum capital ratio and the leverage ratio is that no risk-weighting is applied to the assets. The leverage ratio is currently calculated, reported to supervisors and, since January 2015, disclosed publicly, although no mandatory level had been set until 2019/876 (CRRII) entered into force (29 June 2021). See, "*Recent developments – Leverage ratio*" below for the newly-introduced provisions on the leverage ratio requirement, which adopt the EBA's recommendation (as set out in its report of 3 August 2016 on the leverage ratio requirement) of a Tier 1 capital leverage ratio calibrated at 3 per cent. for any type of credit institution, in accordance with the agreements at international level by the Basel Committee on Banking Supervision ("**BCBS**").

Liquidity Requirements

A liquidity coverage ratio, which is an amount of unencumbered, high quality liquid assets that must be held by a bank to offset estimated net cash outflows over a 30-day stress scenario has been introduced. The ratio requirement is 100 per cent. As of 31 December 2022, the Group's liquidity coverage ratio was 149 per cent. In addition, a net stable funding ratio ("**NSFR**"), which is the amount of longer-term, stable funding that must be held by a bank over a one-year timeframe based on liquidity risk factors assigned to assets and off-balance sheet liquidity exposures has been introduced. The NSFR requirement is 100 per cent. As of 31 December 2022, the Group's NSFR was 124 per cent. See "*Recent Developments – NFSR*".

In order to foster consistency and efficiency of supervisory practices across the EU, the EBA is continuing to develop the EBA Single Rulebook, a supervisory handbook applicable to EU Member States. However, the EBA Single Rulebook has not yet been finalised.

COVID-19 pandemic related measures

In the light of the impact of the COVID-19 pandemic, the ECB, EBA and European Commission announced a series of measures to ensure that supervised banks will be able to continue financing the economy.

Specifically, on 12 March 2020, the ECB and the EBA announced the following relaxation measures for the minimum capital requirements for banks in the Eurozone:

- Banks were temporarily allowed to operate below the level of capital defined by the capital conservation buffer and the countercyclical buffer. In addition, on 28 July 2020, the ECB announced through a press release that financial institutions would be allowed to operate below the aforementioned thresholds up to the end of 2022.

- Furthermore, the change that was expected in January 2021 under CRD V regarding the P2R buffer was brought forward allowing the P2R to be covered by Additional Tier 1 capital by 18.75 per cent. and Tier 2 capital by 25 per cent. and not only by CET1 capital.

In addition, the European Commission decided to revise the existing regulatory framework by bringing forward regulations that would normally come in effect with the CRR II / CRD V framework as well as to mitigate the COVID-19 impact on economy and encourage banks to grant new loans. As a result, in June 2020 the EU published CRR Quick Fix which included amendments in relation to capital requirements set by the CRR and Regulation (EU) 876/2019.

On 20 March 2020, the ECB announced that it had introduced supervisory flexibility regarding the treatment of NPEs, in particular to allow banks to fully benefit from guarantees and moratoriums put in place by public authorities to tackle the current distress. The ECB indicated that it will exercise flexibility regarding the classification of debtors as "unlikely to pay" when banks call on public guarantees granted in the context of coronavirus, as well as certain flexibilities regarding loans under COVID-19 related public moratoria. In addition, loans which become non-performing and are under public guarantees will benefit from preferential prudential treatment in terms of supervisory expectations about loss provisioning, while supervisors will deploy full flexibility when discussing with banks the implementation of NPE reduction strategies, taking into account the extraordinary nature of current market conditions; and

CRR Quick Fix was enacted in June 2020 amending CRR and CRR II to encourage banks to continue lending to businesses and households during the crisis caused by the COVID-19 pandemic and to absorb the economic shock of the pandemic. Among other things, this regulation:

(i) extends the transitional arrangements for mitigating the impact of the IFRS 9 provisions on regulatory capital;

(ii) applies a preferential treatment for publicly guaranteed loans under the prudential backstop for NPEs available under the CRR;

(iii) delays until 1 January 2023 the application of the leverage ratio buffer for G-SIIs;

(iv) reflects more favourable prudential treatment of SME and infrastructure exposures as well as loans to pensioners and employees (with a permanent contract) backed by the borrower's pension or salary;

(v) recalibrates the mechanism for offsetting the impact of excluding certain exposures from the calculation of the leverage ratio; and

(vi) brings forward the dates of application of certain reforms introduced by the CRR II.

On 16 September 2020, ECB took the decision to allow banks to exclude, temporarily, certain exposures to central banks from the total leverage exposure measure in view of the COVID-19 pandemic and in June 2021 the ECB extended that measure until the end of March 2022 and asked banks nevertheless to plan to maintain sufficient capital in anticipation of the expiry of the prudential exemption. This exclusion—until 31 March 2022—supports credit institutions in continuing to fulfil their role in funding the real economy.

On 22 December 2020, Regulation (EU) 2176/2020 of the Council of 12 November 2020, amending Regulation (EU) 241/2014 concerning the deduction of software assets from CET1 capital, was published in the Official Journal of the European Union. The regulation includes certain provisions for the deduction of software assets from CET1 capital.

On 10 February 2022, the ECB announced the end of the last temporary relief measures still available to banks, thus confirming the return to normality under the initially envisaged timeline. Consequently, the ECB expects banks to:

- operate above Pillar 2 guidance from 1 January 2023; and
- reinclude central bank exposures in their leverage ratio calculations from 1 April 2022.

Recent developments

In April 2019, the European Parliament endorsed a package of measures that impact both capital requirements and resolution powers. The revised rules on capital, liquidity and resolution were published in the Official Journal on 7 June 2019 and became applicable in the second quarter of 2021, with few exceptions. The package introduced a number of measures, including:

- a leverage ratio requirement for all institutions as well as a leverage ratio buffer for all global systemically important institutions;
- a new market risk framework for reporting purposes;
- revised rules on capital requirements for counterparty credit risk and for exposures to central counterparties;
- a revised Pillar 2 framework;
- an updated macro-prudential toolkit;
- targeted amendments to the credit risk framework to facilitate the disposal of NPEs;
- enhanced prudential rules in relation to anti-money laundering;
- a new total loss absorbing capacity (TLAC) requirement for global systemically important institutions (not applicable to the Bank, as it is not a G-SII);
- enhanced MREL subordination rules for G-SIIs and other large banks referred to as top-tier banks; and
- a new moratorium power for the resolution authority.

Leverage ratio

The financial crisis highlighted that institutions were taking on greater exposures (for example, loans, derivatives and guarantees) but raising only relatively limited amounts of additional capital. The new package introduces a binding leverage ratio requirement (that is a capital requirement independent from the riskiness of the exposures, as a backstop to risk-weighted capital requirements) for all institutions subject to the CRR. The leverage ratio requirement complements the existing framework to calculate the leverage ratio, to report it to supervisors and, since January 2015, to disclose it publicly. The leverage ratio requirement is set at 3 per cent. of Tier 1 capital and institutions must meet it in addition to/in parallel with their risk-based capital requirements (Article 92(1)(d) CRR). Unlike Basel III, CRR allows initial margin to reduce the exposure measure when applying the leverage ratio to derivatives. An additional leverage buffer applies to G-SIIs (Article 92(1a) CRR) but neither the Bank nor Alpha Holdings is a G-SII.

An additional leverage buffer applies to G-SIIs (Article 92(b) of the CRR) but it is noted that neither the Bank nor Alpha Holdings is a G-SII.

As of 31 December 2022, the Group's leverage ratio was 5.9 per cent. and the Bank's leverage ratio was 6.4 per cent.

NSFR

Consistent with the BCBS' stable funding standard, Article 8(1)(b) of the CRR adopted the NSFR requirement as the ratio an institution's amount of available stable funding to its amount of required stable funding over a one-year horizon. The NSFR requirement of 100 per cent. became binding in June 2021. The amount of available stable funding should be calculated by multiplying the institution's liabilities and own funds by appropriate factors that reflect their degree of reliability over the one-year horizon of the NSFR. Unlike Basel III, the CRR does not provide for the additional requirement to hold between 5 per cent. and 20 per cent. of stable funding against gross derivative liabilities, which is widely seen as a rough measure to capture additional funding risks related to the potential increase of derivative liabilities over a one-year horizon and is under review at BCBS level.

Market risk

Following the BCBS' fundamental review of the trading book, CRR has amended the framework for the calculation of the market risk, by introducing clearer and more easily enforceable rules on the regulatory boundary between the trading book and banking book to prevent regulatory arbitrage and improving risk sensitivity through modified internal models and requirements proportionate to reflect more accurately the actual risks to which banks are exposed.

Large exposures

CRR tightens the definition of capital used to calculate the large exposure limit by requiring large exposures to be calculated only against Tier 1 capital (excluding Tier 2 capital) and imposes the use of a standardised approach for measuring counterparty credit risk. In the case of exposure of a G-SII to another G-SII, a more stringent limit of 15 per cent. of Tier 1 capital applies, but the Bank is not a G-SII. Moreover, regulatory reporting is extended all exposures that would have been a large exposure without considering the effect of credit risk mitigation or exemption clauses.

Interest rate risk

Article 76 of the Banking Law (as amended by Greek Law 4799/2021 transposing CRD V in Greece) specifies further the methods (standardised approach or simplified standardised approach) for the identification, assessment, management and mitigation of the interest rate risk from non-trading book activities. On 20 October 2022, EBA published revised Guidelines on interest rate risk from non-trading book activities, which will apply, with certain exemptions, from 30 June 2023, and draft Regulatory Technical Standards specifying technical aspects of the revised framework capturing interest rate risks for banking book.

MREL subordination rules

In order to ensure effective and credible application of the bail-in resolution tool to impose losses on banks' creditors in the case of a banking crisis, banks are subject to an MREL, with the relevant instruments earmarked for bail-in in a crisis. The EU resolution framework requires banks to comply with the MREL at all times by holding easily "bail-inable" instruments, so as to ensure that losses are absorbed and banks are recapitalised once they get into a financial difficulty and are subsequently placed into resolution.

The package tightens the rules on the subordination of MREL instruments. Beyond, the existing G-SII category, a new category of large banks, called "top-tier banks" with a balance sheet size greater than €100 billion, has been established in relation to which more prudent subordination requirements are formulated. National resolution authorities may also select banks (such as the Bank) which are neither G-SIIs nor top tier banks and subject them to the top-tier bank treatment. An MREL minimum pillar 1 subordination policy for each of these two categories of bank has been agreed. For other banks, the subordination requirement remains a bank-specific assessment based on the principle of "no creditor worse off". No subordination requirement has been set for the Bank as of the date of this Offering Circular.

MREL targets are defined by the SRB according to its MREL policy (as most recently published in May 2023). The targets have been set taking into account a transitional period that sets the final target for compliance by 2024 on the basis of recent MREL data and reflecting changing capital requirements. The Bank has been granted a time extension to meet its final target, which, on a consolidated basis, is equal to 23.60 per cent. of RWAs and 5.91 per cent. of its leverage ratio, based on the most recently communicated SRB decision, until January 2026. The MREL ratio, expressed as a percentage of RWAs, does not include the combined buffer requirement, currently at 3.5 per cent. as of 1 January 2023. The final targeted MREL ratio is updated annually by the SRB.

Moratorium power for resolution authorities

In order to avoid excessive outflows of liquidity in a bank resolution, the package introduced a moratorium power, which should be triggered after a bank is declared "failing or likely to fail" but before that bank has entered into resolution ("**pre-resolution moratorium**"). The power to impose the pre-resolution moratorium also includes covered deposits and can be imposed for a maximum duration of two days, in line with International Swaps and Derivatives Association agreements. In the same vein, the existing in-resolution moratorium powers of the resolution authority under the BRRD Law have been extended to include covered deposits (Article 33a of the BRRD Law).

Contractual recognition of bail-in powers

Article 55 of the BRRD Law requires the contractual recognition of the effects of the bail-in tool in agreements or instruments creating liabilities governed by the laws of third countries in order to facilitate the process of bailing in those liabilities in the event of resolution and reinforce the awareness of creditors under contractual arrangements that are not governed by the law of a Member State of possible resolution action with regard to institutions or entities that are governed by Union law. The amendments to Directive 2014/59/EU by virtue of Directive (EU) 2019/879 introduce an exemption where it would be legally or otherwise impracticable to include a contractual recognition of bail-in clause in a contract but requires banks to notify the competent resolution authority of such impracticability. The EBA has developed draft regulatory technical standards on the conditions where it would be impracticable to include a contractual recognition of bail-in clause (EBA/RTS/2020/13).

Internal MREL

Resolution entities have to satisfy MREL requirements vis-à-vis external creditors at the consolidated level of the resolution group, through own funds and eligible liabilities issued by the resolution entity and bought by external third parties (external MREL). Greek Law 4799/2021 has introduced internal Article 45f in Article 2 of the BRRD Law, ensuring that subsidiaries of a resolution entity that are not themselves resolution entities ("**non-resolution entities**") are subject to an internal MREL requirement, determined at individual level or sub-consolidated level, where applicable. Non-resolution entities are required to issue eligible instruments, which will be acquired by resolution entities within the group. Such instruments are subject to write-down and conversion into equity, so that if a relevant entity within the group reaches the point of non-viability, losses will be transmitted up through the group to, and absorbed by, the resolution entity. A resolution authority may, under certain conditions, grant an internal MREL waiver.

Recovery and resolution of credit institutions

On 15 May 2014, the European Parliament and the Council of the EU adopted Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the BRRD) which was transposed in Greece pursuant to the BRRD Law. For credit institutions established in the Eurozone, such as the Bank and credit institutions' parents including financial holding companies established in the Eurozone and subject to consolidated supervision carried out by the ECB, such as Alpha Holdings, which are supervised within the framework of the SSM, Regulation (EU) No 806/2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and the SRM Regulation provides for a coherent application of the resolution rules across the Eurozone under responsibility of the SRB, which is an EU agency, with effect since 1 January 2016 (this framework is referred to as the SRM). The BRRD was amended by Directive (EU) 2019/879 (BRRD, as amended, "**BRRD II**"). In addition, the SRM Regulation was amended by Regulation (EU) No 2019/877 (the SRM Regulation, as amended, the "**SRM Regulation II**"). In Greece, BRRD II was transposed by Greek Law 4799/2021 (GG A 78/18.5.2021) amending, inter alia, the BRRD Law, which was further amended by virtue of Greek Law

4920/2022 (GG A 74/15.04.2022) and Greek Law 5042/2023 (GG A 88/10.4.2023), while the SRM Regulation II came into force on 28 December 2020.

Within the SRM, the SRB is responsible for adopting resolution decisions in close cooperation with the ECB, the European Commission, the Council of the EU and national resolution authorities in the event that a significant credit institution and/or its parent financial holding company directly supervised by the ECB, such as the Bank and Alpha Holdings, respectively, is failing or likely to fail and certain other conditions are met. The national resolution authorities in the EU member states concerned would implement such resolution decision adopted by the SRB in accordance with the powers conferred on them under the national laws transposing the BRRD. The national resolution authority competent for Greece is the Bank of Greece.

Single Resolution Mechanism

If the Bank and/or Alpha Holdings infringes or is likely in the near future to infringe capital or liquidity requirements, the ECB has the power to impose early intervention measures. These measures include the power to require changes to the legal or operational structure of the entity concerned, or its business strategy, and the power to require the managing board to convene a general meeting of shareholders of the entity concerned at which the ECB may set the agenda and require certain decisions to be considered for adoption by such general meeting.

The SRB is responsible for preparing resolution plans for, and directly resolving, all banks and groups directly supervised by the ECB and other cross-border groups. In most cases, the ECB would notify the SRB, the European Commission and the relevant national resolution authorities that a bank and/or its parent company is failing. The SRB would then assess whether there is a systemic threat and any private sector solution that would prevent the failure within a reasonable timeframe.

In certain circumstances, including if a bank and/or its parent company reaches a point of non-viability or where certain forms of extraordinary public financial support are required, the SRB in close co-operation with the relevant national resolution authority may take measures independently of resolution powers, including the write-down and cancellation of shares and the write-down of capital instruments (such as Tier 2 Notes) and eligible liabilities and/or their conversion into shares. If a bank and/or its parent company meets the conditions for resolution, the SRB may apply the relevant resolution tools and exercise the relevant resolution powers in line with the resolution plan prepared by the SRB. See further "*– Recovery and resolution powers*" below. This process is known as "Public Interest Assessment" which is one of the key policies underpinning the work of the SRB. It examines whether the resolution of a particular bank which is failing or likely to fail, would be necessary for and proportionate to achieving one or more of the following resolution objectives: ensuring the continuity of critical functions, maintaining financial stability, protecting covered depositors and safeguarding public funds by minimising reliance on extraordinary public financial support as well as protecting client funds and client assets. If the adoption of a resolution scheme is not deemed necessary, national winding up procedures would apply.

The European Commission is responsible for assessing the discretionary aspects of the SRB's decision and endorsing or objecting to the resolution scheme. The European Commission's decision is subject to approval or objection by the European Council only when the amount of resources drawn from the Single Resolution Fund ("**SRF**") is modified or if there is no public interest in resolving the entity concerned. If the European Council or the European Commission objects to the resolution scheme, the SRB must amend it. The resolution scheme, once approved, is implemented by the national resolution authorities. If resolution entails state aid, the European Commission must approve the aid before the SRB can adopt the resolution scheme.

The SRB also determines the MREL targets that must be complied with at all times, see "*– Resolution tools*" below.

All the banks in the participating Member States contribute to the SRF. The SRF was established for the purpose of ensuring the efficient application of the resolution tools and exercise of the resolution powers by the resolution authorities. The SRF consists of contributions from credit institutions and certain investment firms in the participating Member States of the SRM. The SRF has a target funding of at least 1 per cent. of the amount of covered deposits of all the institutions authorised in their territory of the EU Member States (expected to be reached by 31 December 2024) and, as of July 2021, the current total amount in the SRF was €52 billion. The SRF is owned and administered by the SRB. See further "– *Deposit and Investment Guarantee Fund*" below.

Recovery and resolution powers

The resolution powers in respect of banks are divided into three categories:

- ***Preparation and prevention***: Banks and/or their parent companies are required to prepare recovery plans while the relevant resolution authority (in the case of the Bank and Alpha Holdings, the SRB in consultation with Bank of Greece and the ECB) prepares a resolution plan for each entity concerned at a stand-alone or consolidated level, as applicable, identifying, *inter alia*, the resolution entities and resolution groups within the group. The resolution authorities have supervisory powers to address or remove impediments to resolvability. Financial groups may also enter into intra-group support agreements to limit the development of a crisis;

- ***Early intervention***: The competent authority (which, in the case of the Bank and Alpha Holdings for this purpose, is the ECB) may arrest a bank's deteriorating situation of the entity concerned, including breach of the minimum requirement for own funds and eligible liabilities referred to in Article 45e or Article 45f of the BRRD Law, at an early stage so as to avoid insolvency. Its powers in this respect include requiring the entity concerned to implement its recovery plan, replacing existing management, drawing up a plan for the restructuring of debt with its creditors, changing its business strategy and changing its legal or operational structures. If these tools are insufficient, new senior management or a new management body may be appointed subject to the approval of the resolution authority which is also entitled to appoint one or more temporary administrators; and

- ***Resolution***: This involves reorganising or winding down the entity or entities concerned in an orderly fashion outside special liquidation proceedings while preserving its or their critical functions and limiting to the maximum extent possible taxpayer losses.

Conditions for resolution

The conditions that have to be met before the resolution authority takes a resolution action are:

- the competent authority, after consulting with the resolution authority, determines that the entity involved is failing or likely to fail. An entity will be deemed to be failing or likely to fail in one or more of the following circumstances:
    - it infringes or is likely to infringe the requirements for continuing authorisation in a way that would justify the withdrawal of its authorisation, for example by incurring losses that will deplete all or a significant amount of its own funds;
    - its assets are, or there is objective evidence that its assets will in the near future be, less than its liabilities;
    - it is, or there is objective evidence that it will in the near future be, unable to pay its debts or other liabilities as they fall due; or
    - extraordinary public financial support is required, unless the support takes one of the forms specified in the BRRD;

- having regard to timing and other relevant circumstances, there is no reasonable prospect that any alternative private sector action, including measures by an institutional protection scheme, or supervisory action, such as early intervention measures or the write down or conversion of relevant capital instruments and eligible liabilities, would prevent the failure of the entity concerned within a reasonable timeframe; and

- a resolution action is in the public interest, that is, it is necessary for the achievement of, and is proportionate to, one or more of the resolution objectives set out in the BRRD Law and the winding-up of the entity concerned under normal special liquidation proceedings would not meet those resolution objectives to the same extent.

Resolution tools

When the trigger conditions for resolution are satisfied, the relevant resolution authority may apply any or all of the following tools:

- the ***sale of business tool***, which enables the resolution authority to transfer ownership of, or all or any assets, rights or liabilities of, the entity concerned to a purchaser (that is not a bridge institution) on commercial terms without requiring the consent of the shareholders or, save as required by the BRRD Law, complying with the procedural requirements that would otherwise apply;

- the ***bridge institution tool***, which enables the resolution authority to transfer ownership of, or all or any assets, rights or liabilities of, the entity concerned to a publicly controlled entity known as a bridge institution without requiring the consent of the shareholders. The operations of the bridge institution are temporary, the aim being to sell the business to the private sector when market conditions are appropriate;

- the ***asset separation tool***, which enables the resolution authority to transfer some or all of the assets, rights and liabilities of the entity concerned, without obtaining the consent of shareholders, to an asset management vehicle to allow them to be managed and worked out over time. This tool may only be used when: (i) the market situation for the assets concerned is such that their liquidation under normal special liquidation proceedings could have an adverse effect on one or more financial markets, or (ii) the transfer is necessary to ensure the proper functioning of the entity concerned under resolution or the bridge institution, or (iii) the transfer is necessary to maximise liquidation proceeds. This tool may be used only in conjunction with other tools to prevent an undue competitive advantage for the failing entity; and

- the ***bail-in tool***, which gives the resolution authority the power to write down eligible liabilities of the entity concerned and/or to convert such claims to equity. The resolution authority may use this tool only (i) to recapitalise the bank to the extent sufficient to restore its ability to comply with the conditions for its authorisation, to continue to carry out the activities for which it is authorised and to restore it to financial soundness and long-term viability or (ii) to convert to equity or reduce the principal amount of obligations or debt instruments that are transferred to a bridge institution (with a view to providing capital to the bridge institution) or that are transferred under the sale of business tool or the asset separation tool.

When using the bail-in tool, the relevant resolution authority must write down or convert obligations of the entity under resolution in the following order:

(A) CET1 items are reduced first in proportion to the losses and to the extent of their capacity and the resolution authority cancels existing shares or other instruments of ownership or transfers them to bailed-in creditors, and/or (where the entity under resolution has a positive net value) dilutes existing shareholders and holders of other instruments of ownership as a result of the conversion into shares or other instruments of ownership pursuant to Article 47(1) of the BRRD Law;

(B) if, and only if, the total reduction pursuant to point (A) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of AT1 instruments is reduced to the extent required and to the extent of their capacity;

(C) if, and only if, the total reduction pursuant to point (A) and (B) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of T2 instruments (such as Tier 2 Notes) is reduced to the extent required and to the extent of their capacity;

(D) if, and only if, the total reduction pursuant to point (A), (B) and (C) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of subordinated debt that is not AT1 or T2 capital in accordance with the ranking of claims in special liquidation proceedings is reduced to the extent required; and

(E) if, and only if, the total reduction of shares or other instruments of ownership, relevant capital instruments and bail-inable liabilities pursuant to points (A) to (D) is less than the sum of the amount by which the resolution authority has assessed that CET1 items must be reduced and relevant capital instruments must be written down or converted and the aggregate amount assessed by the resolution authority pursuant to Article 46 of the BRRD Law, the principal amount of, or outstanding amount payable in respect of, the rest of other eligible liabilities (such as Senior Non-Preferred Notes and Senior Preferred Notes), including debt instruments referred to in Article 145A paragraph 1(ι) of the Banking Law in accordance with the ranking of claims in special liquidation proceedings, is reduced.

A number of liabilities are excluded from the bail-in tool under article 44(2) of the BRRD Law, including among others covered deposits and secured liabilities (including covered bonds). For the purposes of the bail-in tool, the designated resolution entities are required to maintain at all times a sufficient aggregate amount of own funds and eligible liabilities at a standalone and/or consolidated level, the aim of which is to ensure that they have sufficient loss-absorbing capacity.

The ranking of liabilities in the case of special liquidation proceedings against the Bank or Alpha Holdings are provided for by Article 145A of the Banking Law, as follows:

(a) claims deriving from the provision of employment services and legal fees to the extent that such claims arose during the two years prior to the opening of special liquidation proceedings under the Banking Law, as well as employees' and in-house lawyers' claims deriving from the termination of their employment/mandate, irrespective of the point at which such claims arose, claims of lawyers from the provision of legal claims to the extent that such claims arose during the last year prior to the opening of special liquidation proceedings under the Banking Law, claims of the Greek state for value added tax and other taxes aggregated with any surcharges and interest accrued, and claims of social security organisations, to the extent that such claims arose prior to the opening of special liquidation proceedings under the Banking Law;

(b) Greek state claims arising in the case of a recapitalisation by the Greek state of institutions pursuant to the BRRD's extraordinary capital support provisions;

(c) claims deriving from guaranteed deposits or claims of the HDIGF in respect of depositors' rights and obligations which have been compensated by the HDIGF, and for the amount of such compensation;

(d) any type of Greek state claim aggregated with any surcharges and interest charged on these claims;

(e) the following claims on a pro rata basis:

 (i) claims of the SRF, to the extent it has provided financing to the institution; and

 (ii) claims in respect of eligible deposits to the extent that they exceed the coverage threshold for deposits of natural persons and micro, small and medium-sized enterprises, or they would qualify as eligible liabilities had they not been deposited with branches outside the European Union of credit institutions domiciled in the European Union;

(f) claims deriving from investment services covered by the HDIGF or claims of the HDIGF in respect of the rights and obligations of investors which have been compensated by the HDIGF, and for the amount of such compensation;

(g) claims deriving from eligible deposits to the extent that they exceed the coverage limit and do not fall under (e) above;

(h) claims deriving from deposits exempted from compensation, excluding claims deriving from transactions of investors for which a final court decision has been issued for a penal violation of Greek or foreign AML/CFT rules;

(i) subject to (j) and (k) below, claims that do not fall within the above listed points, and do not rank last as per the relevant agreement governing them, including but not limited to, liabilities under loan agreements and other credit agreements, agreements for the supply of goods or for the provision of services or derivatives, debt instruments issued by the credit institution, credit institution's guarantees in relation to debt instruments issued by its subsidiaries, as defined in Article 32(2) of Greek Law 4308/2014 (irrespective of whether such subsidiaries have their seat in Greece or abroad) as well as claims of such subsidiaries deriving from a loan or deposit agreement with the credit institution, through which the proceeds of debt instruments issued by such subsidiaries are lent to or deposited with the credit institution. In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph (c) above;

(j) claims deriving from debt instruments issued by the Bank or Alpha Holdings (as the case may be), if the following conditions are met: (i) the original contractual maturity of the debt instruments is at least one year; (ii) the debt instruments contain no embedded derivatives and are not derivatives themselves (which they will not be on the mere ground that they bear a floating interest rate based on a widely used reference rate or are denominated in a foreign currency, if the capital, repayment and interest are denominated in the same currency) and (iii) the relevant contractual documentation and, where applicable, the prospectus related to the issuance explicitly refer to this lower ranking. The same ranking applies to claims deriving from the credit institution's guarantee in relation to debt instruments issued by its subsidiaries which meet the requirements under (i) to (iii) above (irrespective of whether such subsidiaries have their seat in Greece or abroad) as well as claims of such subsidiaries deriving from a loan or deposit agreement with the credit institution, through which the proceeds of the subsidiaries' issue are lent or deposited to the credit institution. In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph (c) above; and

(k) claims deriving from subordinated debt instruments or T2 instruments or hybrid instruments or AT1 instruments or preference shares or capital instruments qualifying as Common Equity Tier 1 instruments issued by the Bank or Alpha Holdings (as the case may be) with due regard being given to the differentiated treatment among the various categories of claims that fall under this paragraph. The same ranking applies to claims deriving from the Bank's or Alpha Holdings' (as the case may be) guarantee in relation to debt instruments issued by subsidiaries of the credit institution which meet the requirements under paragraph (k) (irrespective of whether such subsidiaries have their seat in Greece or abroad) as well as claims of such subsidiaries deriving from a loan or deposit agreement with the credit institution, through which the proceeds of the subsidiaries' issue of such debt instruments or hybrid instruments or other instruments listed in paragraph (k) are lent or deposited to the Bank or Alpha Holdings (as the case may be). In case of such deposit by a subsidiary, the preceding subparagraph applies to the funds that do not fall under paragraph (c) above.

The claims listed under (i) and (ii) of paragraph (e) rank *pari passu*.

Subject to the above, the provisions of Articles 975 to 978 of the Greek Code of Civil Procedure apply *mutatis mutandis*.

The BRRD Law separately contemplates that certain capital instruments (including Tier 2 Notes) and eligible liabilities may be subject to non-viability loss absorption in addition to the application of the general bail-in tool. At the point of non-viability of the Bank or the Group, the SRB, in co-operation with the competent resolution authority, may write down such capital instruments and eligible liabilities and/or convert them into shares. Article 60 of the BRRD Law similarly provides that, when the power to write down or convert capital instruments at the point of non-viability is applied, either in conjunction with a resolution tool or independently, CET1 items should be reduced first, then AT1 instruments, and then T2 instruments and last other eligible liabilities pursuant to article 59(1a) in conjunction with article 45f(2)(a) of the BRRD Law (such as Senior Non-Preferred Notes and Senior Preferred Notes), in accordance with the ranking of claims in special liquidation proceedings, to the extent required to achieve the resolution objectives or to the extent of the capacity of the relevant eligible liabilities, whichever is lower. The "no creditor worse off" principle (as set out in Article 34(1)(g) of the BRRD Law) does not apply to non-viability loss absorption pursuant to Article 59 of the BRRD Law.

An additional tool, *i.e.* a moratorium tool, has recently been endorsed by the European Parliament. See "—*Capital adequacy framework—Recent developments—Moratorium power for resolution authorities*".

Extraordinary Public Financial Support

In an exceptional systemic crisis, extraordinary public financial support may be provided through the public financial stabilisation tools listed below as a last resort and only after having assessed and utilised, to the maximum extent, the other resolution tools, in order to avoid, through direct intervention, the winding-up of the relevant bank or other entity concerned and to enable the resolution purposes to be accomplished. The use of extraordinary public financial support requires a decision of the Minister of Finance following a recommendation from the Systemic Stability Board (Greek Ministry of Finance) and consultation with the relevant resolution authorities.

The public financial stabilisation tools are:

- public capital support provided by the Ministry of Finance or, in respect of credit institutions, by the HFSF following a decision by the Minister of Finance; and
- temporary public ownership of the entity concerned by the Greek state or a company which is wholly owned and controlled by the Greek state.

All of the following conditions must be met for the public financial stabilisation tools to be implemented:

- the entity concerned meets the conditions for resolution;

- the shareholders, owners of other instruments of ownership, holders of relevant capital instruments and the holders of eligible liabilities have contributed, through conversion, write down or by any other means, to the absorption of losses and the recapitalisation by an amount equal to at least 8 per cent. of the total liabilities, including own funds, of the entity concerned, calculated at the time of the resolution action; and
- prior and final approval by the EC regarding the EU state aid framework for the use of the chosen tool has been granted.
- In addition to the above, for the provision of public financial support, one of the following conditions must also be met:
- the application of the resolution tools would not be sufficient to avoid a significant adverse effect on financial stability;
- the application of the resolution tools would not be sufficient to protect the public interest, where extraordinary liquidity assistance from the central bank has previously been given to the entity concerned; and/or
- in respect of the temporary public ownership tool, the application of the resolution tools would not be sufficient to protect the public interest, where capital support through the public capital support tool has previously been given to the entity concerned.

By way of exception, extraordinary public financial support may be granted to the entity concerned in the form of an injection of own funds or the purchase of capital instruments without the implementation of resolution measures, if all of the following conditions, to the extent relevant, are satisfied:

- in order to remedy a serious disturbance in the economy of an EU Member State and preserve financial stability;
- in relation to a solvent entity in order to address a capital shortfall identified in a stress test, assets quality review or equivalent exercise;
- at prices and on terms that do not confer an advantage upon the entity concerned;
- on a precautionary and temporary basis;
- subject to final approval of the EC;
- not to be used to offset losses that the entity concerned has incurred or is likely to incur in the near future;
- the entity concerned has not infringed, and there is no objective evidence that the bank will in the near future infringe, its authorisation requirements in a way that would justify the withdrawal of its authorisation;
- the assets of the entity concerned are not, and there is no objective evidence that its assets will in the near future be, less than its liabilities;
- the entity concerned is not, and there is no objective evidence that it will be, unable to pay its debts or other liabilities when they fall due; and
- the circumstances for the exercise of the write down or conversion powers in respect of AT1 and T2 capital instruments of the entity concerned do not apply.

Resolution authority's powers

The resolution authority has a broad range of powers when applying resolution measures and tools. When applying the resolution tools and exercising its resolution powers, the resolution authority must have regard to the following objectives:

- ensuring the continuity of critical functions;
- avoiding significant adverse effects on financial stability, including by preventing contagion, and maintaining market discipline;
- protecting public funds by minimising reliance on extraordinary public financial support;
- avoiding unnecessary deterioration of value and seeking to minimise the cost of resolution;
- protecting depositors and investors covered by deposit guarantee schemes and investor compensation schemes, respectively; and
- protecting client funds and client assets,

as well as the following principles:

- the shareholders of the entity concerned under resolution bear losses first;
- the creditors of the entity concerned under resolution bear losses after the shareholders in accordance with the order of priority of their claims under normal special liquidation proceedings;
- senior management or the management body of the entity concerned under resolution are replaced unless it is deemed that retaining management is necessary for the resolution purposes;
- senior management or the management body of the entity concerned under resolution shall provide all necessary assistance for the achievement of the resolution objectives;
- natural and legal persons remain liable, under applicable law, for the failure of the entity concerned;
- except where specifically provided in the BRRD Law, creditors of the same class are treated in an equitable manner;
- no creditor incurs greater losses than would be incurred if the entity concerned would have been wound up under normal special liquidation proceedings;
- covered deposits are fully protected, subject to the moratorium powers mentioned above; and
- resolution action is taken in accordance with the applicable safeguards provided in the BRRD Law.

Article 33a of the BRRD Law provides for the power of the competent resolution authority (which, in the case of the Bank and Alpha Holdings is the SRB and the Bank of Greece), in consultation with the ECB, to suspend payment or delivery of certain obligations, including covered deposits, for a maximum duration of two days if an entity is declared "failing or likely to fail" but before entry into resolution, and subject to certain conditions. In the context of this provision, the resolution authority is also empowered to potentially restrict secured creditors from enforcing security interests and suspend termination rights for the same duration. During the resolution proceedings, Article 69 of the BRRD Law empowers the competent resolution authority to suspend payment or delivery of certain obligations, including covered deposits, for a maximum duration of two days. Such resolution stay powers must be contractually recognised in case of financial contracts governed by third-country law (Article 71A of the BRRD Law).

Moreover, the competent resolution authority has the power to impose a MREL-specific prohibition of distributing more than the maximum distributable amount, where the entity concerned has insufficient resources to meet its combined buffer requirement, in addition to its MREL requirements, through: (a) distribution in connection with CET1 capital; (b) payment of variable remuneration or discretionary pension benefits, or variable remuneration if the obligation to pay was created at a time when the entity failed to meet the combined buffer requirement; or (c) coupon payments to holders of AT1 instruments (Article 24a of the BRRD Law).

Recent developments

On 18 April 2023, the European Commission proposed a package of legislative measures to amend the European Union's existing bank crisis management and deposit insurance framework, with a focus on medium-sized and smaller banks. The package includes: (1) amendments to the BRRD and the SRM Regulation with regard to early intervention measures, conditions for resolution and financing of resolution action; (2) amendments to Directive 2014/49/EU with regard to the scope of deposit protection, use of deposit guarantee schemes funds, cross-border cooperation, and transparency; (3) amendments to BRRD with regard to certain aspects of the minimum requirement for own funds and eligible liabilities ("Daisy Chain Act").

The proposed rules aim to address a number of deficiencies that have been identified following a review of the framework on the European Banking Union and to improve the effectiveness of the resolution and deposit protection regimes for EU banks.

The main amendments proposed by the European Commission, include, among others the following:

Early intervention measures

The proposal aims to clarify the conditions for applying early intervention measures, including the removal of management and appointment of temporary managers, by permitting early intervention measures when the conditions for supervisory measures under CRD have been met, but those measures have not been taken by the institution or are deemed insufficient to address the identified issues. Moreover, the internal sequencing between early intervention measures, removal of managers and appointment of temporary managers is removed but competent authorities are required to follow the proportionality principle when choosing the most appropriate measure for each circumstance.

Early warning of failing or likely to fail

In recognition of the critical role that the timing of resolution action plays, the proposal sets out an obligation for the NCAs to notify sufficiently early the resolution authority as soon as it considers that there is a material risk that an institution or entity meets the conditions for being assessed as failing or likely to fail. Such notification should include the reasons for the competent authority's assessment as well as an overview of the alternative solutions that may prevent the failure of the institution or entity concerned within a reasonable timeframe.

Resolution objectives and public interest assessment

The resolution objectives are clarified to ensure that in the definition of 'critical functions', which is crucial for the assessment of resolvability, reference is added to the 'national or regional level' of the impact of the disturbance of their discontinuation to the real economy or to financial stability.

The resolution objective of minimising the reliance on extraordinary public financial support is also amended to include a specific reference to support provided by the budget of a Member State, to indicate that funding provided by any industry-funded safety nets should be considered preferable to funding supported by taxpayers' money. This is coupled with a change in the procedural rules on public interest assessment, tilting the balance in favour of resolution action, in the sense that the outcome of the public interest assessment should be negative only where the winding up of the failing institution or entity under normal insolvency proceedings would achieve the resolution objectives more effectively and not only to the same extent as resolution. To that aim, the resolution authority will have to consider and compare all extraordinary public financial support that can reasonably be expected to be provided to the institution in resolution against those in the insolvency counterfactual. If liquidation aid is expected in the insolvency counterfactual, this should lead to a positive public interest assessment outcome.

Moreover, the resolution objective related to depositor protection is amended to clarify that resolution should aim at protecting depositors, while minimising losses for deposit guarantee schemes, which means that resolution should be preferred if insolvency would be more costly for deposit guarantee schemes.

Depositor preference

The proposal introduces a general depositor preference with a single-tiered approach, whereby all deposits benefit from a higher priority ranking over ordinary unsecured claims (which is already the case under Greek law), without any differentiation between different types of deposits. This entails that all deposits, including eligible deposits of large corporates and excluded deposits, rank above ordinary unsecured claims and that the super-preference of the covered deposits is removed.

Conditions for providing extraordinary public financial support

The proposed package limits extraordinary public financial support outside of resolution to cases of precautionary recapitalisation, preventive measures of deposit guarantee schemes aimed at preserving the financial soundness and long-term viability of credit institutions, measures taken by deposit guarantee schemes to preserve the access of depositors and other forms of support granted in the context of winding up proceedings. Extraordinary public financial support in any other situations outside of resolution will not be permitted and will result in the receiving institution or entity being considered as failing or likely fail.

Precautionary recapitalisation

The proposed rules aim to limit precautionary recapitalisations in the form of a subscription of own fund instruments other than CET1 instruments (except in limited exceptional cases), other capital instruments or impaired asset support at a time when the receiving institution is not failing or likely to fail. Precautionary recapitalisations will only be available to solvent institutions, be of limited in time with a clear exit strategy, be proportionate and not be used to offset losses. Other forms of extraordinary public financial support will result in the receiving institution or entity being considered as failing or likely fail.

Amendments to MREL requirements

BRRD under its current version focuses on MREL calibration for bail-in strategies and does not regulate in detail MREL calibration for transfer strategies. In order to reinforce the principle that MREL should remain the first and main line of defence for all institutions, the proposal sets out the principles which should be considered by the SRB when calibrating MREL for transfer strategies - size, business model, risk profile, transferability analysis, marketability, whether the strategy is asset transfer or share deal, complementary use of asset management vehicle for assets which cannot be transferred, and the amount which deposit guarantee guarantee is expected to contribute to finance the preferred strategy in resolution.

The proposal further clarifies that the power of the resolution authorities to prohibit certain distributions in case of failure of an institution to meet the combined buffer requirement in addition to its MREL is exercised on the basis of an estimation of the combined buffer requirement under the CRD where the instution is not subject to the combined buffer requirement on the same basis as its MREL.

Moreover, the proposal allows for structurally subordinated liabilities that are eligible loss-absorbing capacity under the de minimis exemption set out in Article 72b(4) CRR to qualify as permitted subordinated eligible instruments for the purposes of MREL under the BRRD.

With with the aim of removing liquidation entities from the scope of the deductions under the daisy chain approach, the resolution authority is further proposed to be granted the discretionary power to set the internal MREL on a consolidated basis for intermediate entities, subject to certain conditions. Alternatively, the intermediate entity concerned would have to comply with the additional own funds requirement or with the combined buffer requirement on the basis of its consolidated situation. Moreover, issuances of liquidation entities will be removed from the scope of the exposures that an intermediate entity is required to deduct pursuant to the deduction mechanism for the indirect subscription of internal MREL eligible resources.

Use of deposit guarantee schemes in resolution

Although the principle that the first line of defence in case of bank distress should always be the banks' internal loss absorption capacity and the access to resolution financing arrangements is preserved, the Commission's proposal explicitly allows the use of deposit guarantee schemes to support transfer transactions that include covered deposits, and, under certain conditions, eligible deposits beyond the coverage level and deposits excluded from the deposit guarantee scheme. This aims to ensure a higher degree of proportionality of the resolution framework and enhance the application of transfer tools in resolution for smaller or medium-sized banks. However, to avoid depletion and ensure that the deposit guarantee schemes have sufficient resources to maintain their functions, their contribution in resolution remains subject to certain limits. On the one hand, any loss which the deposit guarantee scheme may bear as a result of an intervention in resolution must not exceed the loss that the deposit guarantee scheme would bear in insolvency if it paid out covered depositors and subrogated to their claims. On the other hand, the amount of its contribution may not exceed any shortfall in the value of the assets of the institution under resolution transferred to the buyer or the bridge institution in comparison to the value of the transferred deposits and liabilities with the same or a higher priority ranking in insolvency than those deposits.

The HFSF

The HFSF is a private law entity with the purpose of (a) maintaining the stability of the Greek banking system and (b) disposing efficiently of shares or other financial instruments held in credit institutions on the basis of a divestment strategy within a specific time period not extending beyond the end of the HFSF's duration.

The HFSF supports the capital adequacy of both Greek credit institutions and subsidiaries of foreign credit institutions lawfully operating in Greece and acting in compliance with the commitments of the Greek state under Greek Law 4046/2012, in relation to the Second Economic Adjustment Programme, as updated from time to time, and under the Agreement for Fiscal Targets and Structural Reforms dated 19 August 2015, a draft of which was ratified by Greek Law 4336/2015, as updated from time to time. The liquidity support provided under Greek Law 3723/2008 or under the operating framework of the Eurosystem and the Bank of Greece does not fall under the scope of the HFSF. The HFSF pursues its purpose based on a strategy agreed between the Ministry of Finance, the Bank of Greece and itself.

The HFSF was established by virtue of Greek Law 3864/2010 which was repeatedly amended, among others by virtue of Greek Laws 4254/2014, 4340/2015, 4346/2015, 4431/2016, 4456/2017, 4537/2018, 4549/2018, 4701/2020 and most recently by Greek Laws 4783/2021, 4842/2021 and 4941/2022 (the "**HFSF Law**"). The HFSF's initial duration, which was set to expire on 30 June 2017, has been extended to 31 December 2025.

Capital

The HFSF's capital consists of funds that were raised within the context of EU and IMF support mechanism for Greece by virtue of Greek Law 3845/2010. It was gradually paid up by the Hellenic Republic and is evidenced by instruments which are not transferable until the expiry of the term of the HFSF. The HFSF's capital is provided from (a) funds drawn under the support mechanism for Greece set up by the EU and the IMF by virtue of Greek Law 3845/2010 and the Master Financial Assistance Facility dated 15 March 2012; and (b) from funds drawn under the Financial Assistance Facility dated 19 August 2015, as in force from time to time, and are paid to the HFSF by the Hellenic Republic.

The Greek Minister of Finance may request the return of capital from the HFSF to the Hellenic Republic. Before the expiry of the HFSF's term or the initiation of a liquidation process, the Minister of Finance decides jointly with the European Financial Stability Facility ("**EFSF**") and the European Stability Mechanism ("**ESM**"), the entity to and the manner by which the capital and assets and liabilities of HFSF will be transferred due to its expiration or liquidation. Accordingly, the Minister of Finance may entrust by direct award the preparation of a study on the process of transition to an independent provider of financial or business and management advisory services pursuant to a previously issued joint decision of the Minister of Finance and the ESM. The above transfer will be to an entity independent of the Hellenic Republic and will take place in a manner that ensures that the financial and legal position of the EFSF and ESM will not deteriorate for that reason. If, at the expiry of the HFSF's term, the HFSF has no obligation towards the EFSF and the ESM, and holds no assets over which the former have a security interest or other rights, the assets of the HFSF following completion of its liquidation process, will be transferred to the Hellenic Republic by operation of law.

Organisation

With effect from 16 July 2022, the organisation of the HFSF has been modified, following amendment of the HFSF Law by Greek Law 4941/2022. In particular, as of 16 July 2022, the HFSF is managed by a nine (9)-member Board of Directors. The Board of Directors consists of nine (9) members, out of which six (6) are non-executive and three are (3) executive members of the Board of Directors. Four (4) of its non-executive members, including its Chairman, are selected among persons with international banking experience ("**independent non-executive members**"). The remaining two (2) non-executive members of the Board of Directors are a representative of the Ministry of Finance and a representative of the Bank of Greece. The executive members of the Board of Directors include: (a) the Managing Director, who is selected from persons with international experience in banking and is in charge of the execution of the HFSF's decisions and monitoring the HFSF's management and actions; (b) a member nominated jointly by the Bank of Greece and the Ministry of Finance; and (c) a member selected from persons with international banking experience. The Managing Director, the executive member under (c) above and the independent non-executive members of the Board of Directors are selected by the Selection Committee. The members of the Board of Directors are appointed by decision of the Minister of Finance, with a three (3)-year term, which can be renewed but cannot be extended beyond the HFSF's duration. The Euro Working Group's prior consent is still required for the appointment of the members of the Board of Directors as well as the renewal of their term of office and remuneration, excluding the appointment of the executive member of the Board of Directors nominated by the Ministry of Finance and the Bank of Greece, as well as the two non-executive members appointed by the Ministry of Finance and the Bank of Greece. The Board of Directors will convene as often as required and, in any case, at least once (1) per month. In the meetings of the Board of Directors, one (1) representative of the EC, one (1) of the ESM and one (1) of the ECB or their substitutes are invited to participate as observers without voting rights. A quorum is established in the Board of Directors when at least five (5) members are present. Each member of the Board of Directors is entitled to one (1) vote. In case of a tied vote, the Chairman has a casting vote. The Board of Directors makes decisions by majority of the present members, unless otherwise provided for by the HFSF Law, as in force. The Greek State or any other state body and institution shall refrain from giving instructions of any kind to the members of the Board of Directors.

Provision of Capital Support by the HFSF

Activation of Capital Support

With regards to the supply of capital support, a credit institution experiencing a capital shortfall, as such shortfall has been determined by the competent authority which is defined in Article 2(1)(5)of the BRRD Law, as in force, may submit a request for capital support to the HFSF up to the amount of the determined capital shortfall, accompanied by a letter of the competent authority determining (i) the capital shortfall; (ii) the date by which the credit institution needs to meet the said shortfall; and (iii) the capital raising plan submitted to the competent authority.

For credit institutions with an existing restructuring plan approved by the European Commission at the time of such request, the request is accompanied by a draft amended restructuring plan. In respect of credit institutions without an existing restructuring plan approved by the European Commission at the time of submission of such request, the request is accompanied by a draft restructuring plan.

The draft restructuring plan (for credit institutions without an approved restructuring plan) or the draft amended restructuring plan shall describe by what means the credit institution shall return to sufficient profitability in the next three (3) to five (5) years, under prudent assumptions. The HFSF shall monitor and evaluate the proper implementation of the restructuring plan and any amended restructuring plan, as the case may be. The HFSF may request amendments and addenda to the above-mentioned restructuring plan.

The HFSF may request from the credit institution amendments or additions to the draft restructuring plan or the draft of the restructuring plan under amendment. Following approval of the HFSF of the draft restructuring plan or the draft of the restructuring plan under amendment, the latter is forwarded to the Minister of Finance and is submitted to the EC for approval.

Any restructuring plan approved by the HFSF shall comply with EU rules on state aid and shall be approved by a decision of the European Commission. Additionally, it shall ensure the credit institution's restoration of adequate profitability, the burden-sharing to its shareholders and limit any distortion of competition. The HFSF monitors and evaluates the implementation of such approved restructuring plans. For the pursuit of its goals and the exercise of its rights the HFSF determines the outline of a framework agreement or an amended framework agreement with all credit institutions which receive or have received financial support by the EFSF or the ESM. The credit institutions enter into the aforementioned framework agreement. The credit institutions provide the HFSF with all the information reasonably requested by the EFSF or the ESM so that the HFSF may relay it to the EFSF or the ESM, unless the HFSF informs the credit institutions that they must send the requested information directly to the EFSF or the ESM.

The HFSF may grant a credit institution a letter of commitment that it will participate in the recapitalisation of such credit institution, subject to and in accordance with the procedure laid down in the HFSF Law (Articles 6a and 7), as in force, and up to the amount of the capital shortfall determined by the competent authority, provided that the credit institution falls within the exception of Article 32(3)(d)(cc) of the BRRD Law as in force (in other words, the credit institution is not deemed by the SSM to be failing or likely to fail and such capital support will constitute precautionary recapitalisation, i.e. the support being provided is required in order to remedy a serious disturbance in the national economy and preserve financial stability). The HFSF provides the letter before the fulfilment of the conditions for the provision of the capital support set out in Article 6a of the HFSF Law, as in force, regarding the compulsory application of the burden sharing process. The above-mentioned commitment does not apply if, for any reason whatsoever, the licence of the credit institution is revoked or one of the resolution measures provided in the BRRD Law is undertaken.

Conditions for the Provision of Capital Support for the purpose of Precautionary Recapitalisation

If the voluntary measures that are provided in the restructuring plan or the amended restructuring plan cannot cover the total capital shortfall of the credit institution, as such has been determined by the competent authority, and in order to avoid a serious disturbance in the economy with negative consequences affecting citizens and in order for the state aid to be as minimal as possible, the mandatory application of the following measures may be decided by virtue of a Cabinet Act, following a proposal by the Bank of Greece, for the purpose of allocating the remainder of the capital shortfall to the holders of capital instruments and other liabilities, as deemed necessary.

The relevant measures include:

(i) the absorption of any losses by the shareholders so that the credit institution's net asset value is zero, where necessary by the reduction of the nominal value of the shares, following a decision by the competent body of the credit institution;

(ii) the reduction of the nominal value of preference shares and other CET1 instruments, and following this, if necessary, of the nominal value of AT1 instruments and following this, if necessary, of the nominal value of T2 instruments (such as Tier 2 Notes) and other subordinated liabilities and, following this, if necessary, of the nominal value of unsecured senior liabilities not preferred by mandatory provisions of law (including Senior Non-Preferred Notes and Senior Preferred Notes, to the extent applicable) in order to restore the credit institution's net asset value to zero; or

(iii) where the credit institution's net asset value exceeds zero, the conversion of other CET1 instruments and following this, if necessary, of AT1 instruments and following this, if necessary, of T2 instruments and following this, if necessary, other subordinated liabilities and following this, if necessary, unsecured senior liabilities not preferred by mandatory provisions of law, into common shares in order to restore the necessary capital adequacy ratio, as required by the competent authority.

The allocation is completed by the publication of the relevant Cabinet Act at the Government Gazette. Without prejudice to the above, the allocation is made according to the following sequence, which applies according to the CRR and Article 145A paragraph 1 of Banking Law, as in force:

(i) common shares and other Tier 1 instruments that fall under Article 26 of CRR;

(ii) if necessary, other Tier 1 instruments that fall under Article 31 of CRR;

(iii) if necessary, AT1 instruments;

(iv) if necessary, T2 instruments;

(v) if necessary, all other subordinated liabilities; and

(vi) if necessary, unsecured senior liabilities not preferred by mandatory provisions of law.

In case of conversion of the preference shares issued according to Article 1 of Greek Law 3723/2008, as amended and in force, into common shares, the latter have full voting rights. The ownership of such common shares passes to the HFSF as of their conversion without the need for any formalities.

Any liabilities undertaken by the credit institution through guarantees granted in relation to the issue of capital instruments or liabilities of third legal entities included in its consolidated financial statements, as well as any claims against the credit institution from loan agreements between the credit institution and the above legal entities may also be subjected to the above measures.

The above Cabinet Act, following a proposal by the Bank of Greece, determines the instruments or liabilities subject to the above measures, by class, type, percentage and amount of participation, on the basis, if necessary, of a valuation by an independent valuer appointed by the Bank of Greece. The above instruments or liabilities are converted mandatorily to capital instruments in the context of a share capital increase decided by the credit institution according to Article 7 of the HFSF Law.

Exceptionally and provided there is a prior positive decision of the EC according to Articles 107 to 109 of the Treaty on the Functioning of the European Union, the above measures may not be used either in their entirety or in relation to specific instruments, if the Ministerial Cabinet decides, following a proposal of the Bank of Greece that:

(i) such measures may jeopardise financial stability; or

(ii) the application of such measures may have disproportionate results, as in the case of capital support to be provided by the HFSF is small in comparison with the credit institution's risk weighted assets or when a significant part of the capital shortfall has been covered by private sector measures.

The final appraisal of the above exceptions belongs to the EC, which will decide on a case-by-case basis. On the basis of the above reasons under (a) and (b), deviations may apply to the above sequence of liabilities and the principle of equal treatment.

The above measures are deemed, for the purposes of the recapitalisation, as reorganisation measures as per the definition of Article 3 of Greek Law 3458/2006, as amended and in force.

The application of the measures, voluntary or mandatory, may not in any case (a) constitute grounds for the activation of contractual clauses which apply in cases of winding-up or insolvency or the occurrence of any other event, which may be considered or treated as a credit event or may lead to the breach of contractual obligations by the credit institution or (b) be considered as non-fulfilment or breach of contractual obligations of the credit institution that gives the counterparty a right of early termination or cancellation of the agreement for a material reason. The above applies also in the case of insolvency or an event of default *vis-à-vis* third parties by a group member when this is due to the application of the measures on its claims against another member of the same group.

Contractual clauses contrary to the above have no legal effect.

The holders of capital instruments or other claims, including unsecured senior liabilities not preferred by mandatory provisions of law of the credit institution that is subject to the above recapitalisation measures must not, following application of such measures, be in a worse financial position compared to the one they would be in if the credit institution had been wound up under normal insolvency proceedings (no creditor worse off principle). If the above principle is breached, the above holders of capital instruments and other claims, including unsecured common liabilities not preferred by mandatory provisions of law have a right to compensation from the Hellenic Republic, provided they prove that their loss, directly due to the application of the mandatory measures, is greater than the loss they would have incurred if the credit institution were placed under special liquidation. In any case, the compensation may not exceed the difference between the value of their claims following the application of the relevant measures and the value of their claims in case of special liquidation, as such value is estimated by an independent entity appointed by the Bank of Greece in order to determine whether shareholders and holders of subordinated claims would have been in a better financial position if the credit institution had been placed under special liquidation immediately before the application of the relevant decision.

The Cabinet Act which decides the application of the above mandatory measures is published in the Government Gazette and a summary thereof is published in the Official Journal of the European Union in Greek, in two daily newspapers published nationwide in the members states where the credit institution has established a branch or where it directly provides banking and other mutually accepted financial services, in the official language of such state.

The summary will include the following:

(i) the reason and legal basis for the issuance of the Cabinet Act;

(ii) the legal remedies available against the Cabinet Act and the deadlines for their exercise; and

(iii) the competent courts before which the above legal remedies against the Cabinet Act may be exercised.

Article 6a(11) provides that the necessary details for the application of Article 6a of the HFSF Law, as in force, regarding the application of the above mandatory measures, including the process for the appointment of the independent valuators, the content of the independent valuations and the proposal of the Bank of Greece, the valuation methods of the claims or the capital instruments being converted, the substitution option of the issuer of the instruments, the completion of the conversion as well as the details for any compensation of the instrument holders, are regulated by a Cabinet Act.

Implementation of Public Financial Stability Measures

Following the decision of the Minister of Finance pursuant to Article 56(4) and Article 2 of the BRRD Law, upon the implementation of the measure of public capital support, the HFSF is designated as the vehicle for applying Article 57 of the BRRD Law, as in force. In this case, the HFSF participates in the recapitalisation of the credit institution and receives in return the instruments set forth in Article 57(1) of the BRRD Law, as in force. The HFSF participates in the capital increase and receives in return capital instruments after the application of any measures adopted in accordance with Article 2 of the BRRD Law.

Type of Capital Support

The HFSF provides capital support for the sole purpose of covering the credit institution's capital shortfall, as determined by the competent authority and up to the amount remaining uncovered, as long as such support is preceded by the application of the measures of the restructuring plan (referred to in Article 6 of the HFSF Law, as in force), any participation of private sector investors, the European Commission's approval of the restructuring plan and either:

(i) any mandatory burden sharing measures (of Article 6a of the HFSF Law as in force), where the European Commission confirms as part of the approval of the restructuring plan that the credit institution falls within the exception of item d(cc) of Article 32 (3) of the BRRD Law (the credit institution is not failing nor likely to fail and the capital support is provided in the context of precautionary recapitalisation); or

(ii) the credit institution has been placed under resolution and measures have been taken pursuant to Article 2 of BRRD Law.

The relationship framework agreement between the HFSF and the credit institution has to be duly signed before any capital support is provided. Capital support shall be provided through the participation of the HFSF in the share capital increase of a credit institution through issuance of ordinary shares or the issuance of contingent convertible bonds or other convertible instruments which shall be subscribed by the HFSF. The breakdown of the above participation of the HFSF between ordinary shares and contingent convertible bonds or other convertible instruments is defined by Cabinet Act No. 36 dated 2 November 2015, as follows:

(i) to common shares and by 75 per cent. to contingent convertible bonds up to the amount necessary to cover losses already incurred or likely to be incurred shortly in the future; and

(ii) for the remaining amount that would correspond to a precautionary recapitalisation, by 25 per cent. to common shares and by 75 per cent. to contingent convertible bonds.

Contingent Convertible Bonds

<u>General Terms</u>

The contingent convertible bonds issued in accordance with Article 7 of the HFSF Law, as in force, are governed by Greek law and may be issued in dematerialised form and be included, following an application of the HFSF, in the electronic files of non-listed securities maintained by ATHEX.

The contingent convertible bonds are issued following a decision by the General Meeting of Shareholders before or after the completion of a share capital increase according to Article 7 of Law 3864/2010, as in force. The bonds are transferred only with the consent of the credit institution, not to be unreasonably withheld and the consent of the supervisory authorities, according to Article 7(5)(c) of the HFSF Law, as in force.

The bonds have a nominal value of €100,000 each, are issued at par and are of indefinite duration without a fixed repayment date. They are direct, unsecured and subordinated investments in the credit institution and rank at all times *pari passu* with themselves. The bonds' terms do not expressly contain events of default and as a consequence all bondholders will be able to enforce the terms of the bonds only during the liquidation procedure.

In case a credit institution is placed under special liquidation they rank:

(i) after all other claims (including those of subordinated creditors), including (indicatively) claims against the credit institution from liabilities recognised as AT1 or T2 Capital, but with the exception of Same Ranking Liabilities (the "**Higher Ranking Liabilities**"); and

(ii) *pari passu* with the credit institution's common shares and any other claim, which is agreed to rank *pari passu* with the bonds ("**Same Ranking Liabilities**").

During the special liquidation of the credit institution, the bondholders, prior to any conversion date, have a right over any remaining assets of the credit institution (available for distribution after repayment in full of all Higher Ranking Liabilities) for the nominal amount of their bonds plus any accrued and unpaid interest.

Subject to any mandatory provisions of law, the bondholders do not have any set-off right, security or guarantee that may upgrade the ranking of their claim during special liquidation.

Conversion

If, at any time, the credit institution's CET1 capital ratio, calculated on a consolidated or individual basis, is below 7 per cent. ("**Activation Event**"), the credit institution must:

(i) convert the bonds by issuing to each bondholder Conversion Shares (as defined below), the number of which is determined by dividing 116 per cent. of the outstanding bonds' nominal value by the conversion price and further dividing by the percentage by which the bondholder participates in the total amount of the bond loan;

(ii) procure the publication of a conversion notification towards the bondholders, informing them, among other things, of the relevant conversion date, which may not be later than one month (or earlier if required by the supervising authorities), after which date the bonds will be converted; and

(iii) immediately inform the ECB, acting in the context of the SSM, of the occurrence of an Activation Event.

The above Act defines as "**Conversion Shares**" the common shares of the credit institution issued upon conversion of the bonds by dividing 116 per cent. of the specific nominal value by the price per common share of the credit institution, as set at the share capital increase taking place in accordance with Article 7 of Greek Law 3864/2010, as in force.

Following their conversion as per the above, the bonds will be cancelled and may not be reissued nor may their nominal value be restored for any reason. The terms and conditions of the bonds provide for readjustments to the conversion price on standard terms in case of specific corporate actions.

The bonds are converted automatically to common shares of the credit institution if for any reason the credit institution does not pay, in full or in part, the interest due on two, not necessarily consecutive, interest payment dates.

Interest

The bonds have an interest rate equal to (a) an annual rate of 8 per cent. (the "**Initial Interest Rate**") from the issue date and up to the seventh anniversary of the issue date and (b) following this, if not repaid, the current Adjusted Interest Rate. The "**Adjusted Interest Rate**" is defined as the sum of: (a) the 7-year mid-swap rate for the relevant interest period plus (b) a margin equal to the difference between the Initial Interest Rate and the 7-year mid-swap rate applicable on the issue date.

Payment of interest (in full or in part) is exclusively at the discretion of the board of directors of the credit institution, but if paid, it is payable in cash. If the credit institution elects not to pay interest, such interest is cancelled and does not accumulate. The credit institution may not pay dividends on its common shares if it has decided not to pay interest on the preceding interest payment date.

The credit institution's board of directors may, in its absolute discretion, pay interest in the form of common shares of the credit institution. The number of common shares issued according to this option must be equal to the amount of interest divided by the price of common shares on the interest payment date (for as long as the common shares are listed in an organised market), otherwise to the value of CET1 capital corresponding to one common share as deriving from the financial statements of the credit institution most recently published prior to the payment date or the nominal value of the common share, whichever is higher. If so decided by the board of directors of the credit institution, the share capital increase takes place automatically and without any other procedural requirements or corporate decisions (including the shareholders' consent) and the corresponding common shares are issued automatically. Any interest payment is subject to the restrictions of the maximum distributable amount according to Article 141 of the CRD Directive (Article 131 of the Banking Law).

The credit institution may, in its absolute discretion, elect to repay all or some of the bonds at any time, at their nominal value, plus any accrued and unpaid interest (excluding any cancelled interest), provided that it has received the consent required at the time according to the CRD Directive or the Banking Law and that other claims, the repayment or repurchase of which must precede, as may be determined by the CRD Directive, have been repaid. Repayment by choice of the credit institution must be in cash.

Bondholders may not request the repayment of their bonds but only their conversion into common shares on the seventh anniversary.

If, due to a legislative change, either (a) the bonds cease to be included in the credit institution's CET1 capital or (b) a tax burden arises for the credit institution in relation to the bonds, as provided for in the above Act, the credit institution may substitute all the bonds or amend their terms, without the consent or approval of the bondholders, so that they may continue to be recognised in the credit institution's regulatory capital on terms that are not materially less beneficial to the bondholders.

Disposal of Shares and Bonds

With effect from 16 July 2022, the process for the disposal of all or part of the shares or other financial instruments of a credit institution held by the HFSF has been amended. The HFSF's Board of Directors shall prepare a reasoned divestment strategy, which includes the general programme of disposal of shares or other financial instruments of credit institutions held by the HFSF, as well as specific guidelines for each credit institution, taking into account the specific characteristics of the HFSF's participation in such credit institution. The divestment strategy observes free competition principles and is governed, indicatively and not exhaustively, by the following principles: (a) the financial and operational viability of the credit institution; (b) market conditions, macroeconomic conditions, and conditions applying to the credit sector; (c) the reasonably expected impact of the divestment strategy on Greece's financial sector, markets and wider economy; (d) the observance of the principle of transparent action; (e) the need to draw up a timetable for the implementation of the divestment strategy, taking into account, *inter alia*, the HFSF's duration; (f) the need to dispose of the HFSF's participations in a reasonable and timely manner; and (g) the need to restore a purely private shareholding structure in the Greek banking sector. The divestment strategy includes provisions indicative of the following: (i) the appropriate competitive bidding procedures and participation conditions; (ii) the requirements of transparency and compliance with capital markets legislation; and (iii) the potential disposal methodologies.

The HFSF's Board of Directors may consult with any institutions it deems appropriate on matters relating to the divestment strategy, including credit institutions, ensuring the confidentiality of such consultations and the applicable market abuse regulations. In order to take the decision to adopt the divestment strategy, the HFSF's Board of Directors entrusts the preparation of a report to an independent financial adviser with international reputation and experience in relevant matters ("**strategic divestment adviser**"). The role of a strategic divestment adviser is incompatible with the role of the disposal adviser, as explained below. The divestment strategy is subject to the previous consent of the Ministry of Finance, which may request the prior opinion of the Bank of Greece. The divestment strategy is to be kept up to date. The Ministry of Finance notifies the HFSF on a quarterly basis of its views concerning the divestment strategy and its implementation. The HFSF is obliged to notify the Ministry of any concerns in writing, within ten (10) working days.

In order to take the decision to dispose of the shares or other financial instruments, the HFSF will be required to receive a report from an independent financial adviser, with international reputation and experience in relevant transactions ("**disposal adviser**"). The report is prepared in view of an envisaged disposal by a specific credit institution and includes at least the recommendation of the disposal adviser to the HFSF concerning the following matters: (a) proposal of a specific disposal transaction in accordance with the divestment strategy; (b) description and assessment of the prevailing market conditions; (c) a reasoned proposal of the most appropriate transaction structure. The report shall be accompanied by a reference timetable for the disposal of shares or other financial instruments. The report shall adequately justify the conditions and manner of disposal of the shares or other financial instruments held by the HFSF, as well as the necessary actions for the completion of the process and the observance of the schedule. The disposal adviser provides advisory support to the HFSF after the submission of its report, as well as at all stages of the transaction. The disposal of the HFSF's participation in each credit institution takes place in a manner consistent with HFSF's purposes. The mere fact that the disposal price is lower than the most recent market price or acquisition price by the HFSF is not sufficient on its own to postpone the adoption or implementation of the strategic disposal by the HFSF, without prejudice to any other provisions of the HFSF Law.

Concerning the selection of the disposal adviser, the Ministry of Finance provides its opinion to the HFSF based on a list of at least three (3) candidates, which is submitted by the HFSF. The HFSF ensures, by taking all reasonable measures, the avoidance of conflicts of interest between the adviser and the HFSF. The disposal adviser enters into a contract including, among others, liability clauses in case of non-execution or incomplete execution of his advisory work. For a period of one (1) year from the expiration of the above contract, the disposal adviser is prohibited from providing consulting services to any third party or entity on any issue relating to the content of the divestment strategy.

The disposal price of the shares and pre-emption rights held by HFSF will be determined by HFSF's Board of Directors based on a valuation report submitted to the HFSF by the disposal adviser as part of its obligation to provide advisory services to the HFSF at all stages of the transaction implementation, as well as an additional valuation report produced by an independent financial adviser with reputation and experience in the valuation of credit institutions and in accordance with the aforementioned reports of the disposal adviser and the strategic divestment adviser. The role of such independent financial adviser will not be incompatible with the role of the strategic divestment adviser.

Cabinet Act No. 44/5.12.2015

Cabinet Act No. 44/5.12.2015, issued under Article 6a(11) of the HFSF Law, as amended by virtue of both Greek Laws 4340/2015 and 4346/2015, replaced Cabinet Act No. 11/11.4.2014.

Cabinet Act No. 44/5.12.2015 determines the procedure for the appointment by the Bank of Greece of a valuer for the valuation of the assets and the liabilities of the credit institution in case of and prior to the implementation of the burden sharing measures of Article 6a of the HFSF Law, as well as the content and purpose of such valuation.

The aforementioned act further specifies the details for the implementation of the mandatory measures of Article 6a of the HFSF Law, as in force and the details for the determination of any compensation claimed by the holders of the capital instruments and liabilities subject to the mandatory burden sharing measures of Article 6a of the HFSF Law, as in force.

Voting Rights

With effect from 16 July 2022, the HFSF is entitled to fully exercise all voting rights attached to any shares it holds, including shares it acquired in the context of capital support pursuant to Article 7 of the HFSF Law and any existing limitation to the exercise of HFSF's voting rights shall be repealed.

Powers of the HFSF Representative

The HFSF is represented by one director on the board of directors of a bank having received capital from the HFSF according to the HFSF Law, as in force, as its representative. The HFSF representative has the following powers:

- to veto any decision of the credit institution's board of directors:
  - regarding the distribution of dividends and the remuneration and bonus policy concerning the chairman, the chief executive officer and the other members of the board of directors, as well as any person who exercised general manager's powers and their deputies, where the ratio of NPEs to total exposure, as calculated for the purposes of Article 11(2)(g)(ii) of the Implementing Regulation (EU) 2021/451 of the Commission 17 December 2020 (the "**2020 Implementing Regulation**"), exceeds 10 per cent.; or
  - in relation to the amendment of the articles of association, including share capital increase or share capital decrease or the granting of a relevant authorisation the Board of Directors, merger, demerger, conversion, revival, extension of the period of existence or dissolution of the credit institution, transfer of assets, including sale of its subsidiaries, or for any other matter for which a qualified majority pursuant to Greek Law 4548/2018 is required and which can have a significant effect on the HFSF's participation in the credit institution's share capital;
- to request an adjournment of any meeting of the credit institution's board of directors for three business days, until get instructions are given from the HFSF's Managing Directors (such right may be exercised until the end of the board of directors meeting); and
- to call a meeting of the credit institution's board of directors.

In exercising its rights, the HFSF representative takes into account the business autonomy of the credit institution.

The HFSF has free access to the books and records of the credit institution through executives and consultants of its choice.

General

During the participation of the HFSF in the share capital of credit institutions, such credit institutions cannot buy their own shares without the HFSF's approval.

The HFSF may additionally provide guarantees to countries, international organisations or others, and in general proceed with any necessary action for the implementation of decisions of the Eurozone bodies in connection with the support of the Greek economy. The HFSF may provide guarantees to the credit institutions of Article 2(1) of the HFSF Law and grant security on its assets for the fulfilment of its obligations from such guarantee as well as a loan to the HDIGF, guaranteed by the credit institution that participates in the HDIGF *pro rata* to their contributions either to the Resolution Fund or the Deposits Coverage Bench, as the case may be. The Minister of Finance by a decision may provide for any necessary detail for the implementation of the above.

In case the ratio of NPEs to total exposure, as calculated for the purposes of Article 11(2)(g)(ii) of the 2020 Implementing Regulation, exceeds 10 per cent., and in any event until the end of the 2022 financial year, the fixed remuneration components of the chairman, the chief executive officer and the other members of the board of directors, as well as those who have the role or perform the duties of general manager, as well as their deputies, may not exceed the total fixed remuneration of the Governor of the Bank of Greece. No additional variable remuneration components shall be paid to the aforementioned persons throughout the period of the restructuring plan submitted to the European Commission for approval and until its implemention or as long as the ratio of non-performing exposures to total exposure, as calculated for the purposes of Article 11(2)(g)(ii) of the 2020 Implementing Regulation, exceeds 10 per cent. or until the end of the financial year 2022. Similarly, as long as the institution participates in the capital support program set out in Article 7 of the HFSF Law, the variable remuneration components shall only take the form of shares or stock options or other instruments within the meaning of Articles 52 or 63 of CRR, pursuant to Article 86 of the Greek Banking Law.

PSI Programme

Within the context of implementation of the PSI Programme, a number of legislative and regulatory acts were enacted. Initially, Greek Law 4046/2012 which was enacted on 14 February 2012 aimed to enable the voluntary bond exchange between the Hellenic Republic and certain private sector investors, as described in the statement of the Euro Summit dated 27 October 2011.

Greek Law 4050/2012 on the rules for the amendment of debt securities issued or guaranteed by the Hellenic Republic with the bondholder's agreement, which became effective on 23 February 2012, introduced the legal framework for the amendment of eligible securities, governed by Greek law and issued or guaranteed by the Hellenic Republic by the introduction of retroactive collective action clauses and their exchange with new securities. Pursuant to said law, the proposed amendments would be considered approved by the bondholders, if bondholders of at least 50 per cent. in aggregate principal amount of the eligible securities participate in the modification process set out in the relevant invitation and at least two-thirds of the participating principal of the participating bondholders consent to the proposed modification. Finally, by virtue of said law the Ministerial Council was authorised to decide the specific terms for the implementation of the above transactions and sub-delegate the PDMA to issue invitations to the bondholders to amend and exchange the eligible debt securities with new securities.

The implementation of Ministerial Council Act No. 5 dated 24 February 2012 provided for the redemption of the eligible securities governed by Greek law, in exchange for new securities issued by the Hellenic Republic and the EFSF and governed by English law, set the specific terms of the process, defined the eligible debt securities governed by Greek law and issued prior to 31 December 2011 and specified the basic terms governing the new securities to be issued and exchanged.

Furthermore, the PDMA issued an invitation to the bondholders of the eligible debt securities, governed by both Greek and non-Greek law, seeking their consent for the amendment of the terms governing the eligible debt securities proposed by the Hellenic Republic in exchange for new securities issued by the Hellenic Republic and the EFSF and governed by English law and specified the terms of the process. The invitations, according to Greek Law 4050/2012, included, among others, terms relevant to: the eligible bonds and other terms such as subdivisions of the bonds, the proposed amendments, grace period, currency, terms and methods of payment, repayment and repurchase, termination reasons, negative obligations of the Bank (negative pledges), rights and obligations of the trustee acting for the bondholders, etc.

Finally, the Ministerial Council Act No. 10 dated 9 March 2012 approved and ratified the decision of the Bondholders of the eligible debt securities governed by Greek law to consent to the proposed amendments in accordance with the applicable legal framework, as such consent was confirmed by the Bank of Greece, in its capacity as process manager. Pursuant to Greek Law 4050/2012, following publication of the above approving decision of the Ministerial Council, the proposed amendment became binding on all holders of eligible debt securities and supersedes all contrary provisions of Greek law, regulatory acts or contractual terms.

The PDMA also issued parallel invitations to holders of designated securities issued or guaranteed by the Hellenic Republic and governed by a law other than Greek law, to consent to the amendment of the terms of such designated securities and exchange them for new securities issued by the Hellenic Republic and the EFSF and governed by English law, in accordance with the terms of the invitation and the law and contractual terms governing said designated securities.

Subsequently, with Ministerial Decision No. 2/20964/0023A the details for the implementation of the amendment of the terms of the eligible securities and the issue of new securities were decided.

Debt Buy-Back

The PDMA announced the terms of the buy-back on 3 December 2012.

The offer entailed the exchange of 20 designated bonds which were issued by the Hellenic Republic within the framework of the PSI and were governed by English law (of a total outstanding nominal amount of €62 billion), for up to €10 billion aggregate principal amount of 6-month, zero-coupon, EFSF notes governed by English law, under a separate modified Dutch auction for each series of designated bonds. The purchase prices set in the modified Dutch auction ranged between 30.2 per cent. and 40.1 per cent. depending on the designated bonds' maturity.

More particularly, for each €1,000 principal amount of a designated bond, the bondholder would receive: (a) EFSF notes with a principal amount equal €1,000 multiplied by the purchase price (expressed as a percentage to be applied to the principal amount of the relevant designated bond) selected by the Hellenic Republic for that series of designated bonds under the modified Dutch auction; and (b) EFSF notes with the principal amount equal to the amount of the accrued unpaid interests to but excluding the settlement date on that series of designated bonds (subject to rounding).

The exchange was settled on 11 December 2012 and the Hellenic Republic finally exchanged €11.3 billion value of EFSF notes for €31.8 billion value of designated bonds, resulting in a reduction of the debt to GDP ratio by 9.5 per cent., below the originally targeted 11 per cent.

Interest Rates

Under Greek law, interest rates applicable to bank loans are not subject to a legal maximum, but they must comply with certain requirements intended to ensure clarity and transparency, including with regard to their readjustments. Specifically, the Bank of Greece Governor's Act No. 2501/31.10.2002 regarding customer information requirements on the terms of their transactions with credit institutions provides that credit institutions operating in Greece should, among other things, determine their interest rates in the context of the open market and free competition rules, taking into consideration the risks undertaken on a case-by-case basis, potential changes in the financial conditions and data and information specifically provided by counterparties for this purpose.

Furthermore, the Decision of the Banking and Credit Committee of the Bank of Greece No. 178/3/19.7.2004 clarifies Bank of Greece Governor's Acts Nos. 1087/1987, 1216/1987, 1955/1991, 2286/1994, 2326/1994 and 2501/2002 concerning the determination of interest rates and customer information by credit institutions. Specifically, this decision expressly provides that the determination of the maximum limit for banking interest rates by administrative authorities, or their correlation with the maximum limit for non-banking interest rates, is not compatible with the principles governing the monetary policy of the European central bank system. Banking interest rates are freely determined taking into consideration the estimated risks on a case-by-case basis, the conditions on financial markets from time to time and the general obligations of the banks from the provisions governing their operation.

Limitations apply to the compounding of interest. In particular, the compounding of interest with respect to bank loans and credits only applies if the relevant agreement so provides and is subject to limitations that apply under Article 30 of Greek Law 2789/2000, as in force and Article 39 of Greek Law 3259/2004, as in force. It is also noted that with respect to interest of loans and other credits, Greek credit institutions must also apply Article 150 of Banking Law, which, notwithstanding the accounting treatment under the applicable accounting standards, precludes credit institutions to account for interest income from loans which are overdue for more than a 3-month period, or six months in the case of loans to natural persons secured by real estate.

Moreover, according to Article 150(2) of Banking Law it is prohibited to grant new loans for the repayment of overdue interest or to enter into debt settlement having a similar result, unless such actions are taken in the context of an agreement for the settlement of the entirety of the debts of the borrower, which shall be based on a detailed examination of the borrower's capacity to fulfil the undertaken obligations under specific timeframes. Furthermore, compounding of interest is prohibited unless provided so in the initial relevant agreement of a medium-long term financing or in the relevant debt settlement agreement.

Secured Lending

According to Article 11 of Banking Law, among the activities that Greek credit institutions are permitted to engage is lending including, *inter alia*: consumer credit, credit agreements relating to immovable property, factoring, with or without recourse, and financing of commercial transactions (including forfeiting).

The provisions of legislative decree 17.7/13.08.1923 regulate issues regarding the granting of loans secured by in rem rights and Greek Law 3301/2004, as amended and in force, regulates issues regarding financial collateral arrangements.

Mortgage lending is extended mostly on the basis of mortgage pre-notations, which are less expensive and easier to record than mortgages and may be converted into full mortgages upon final non-appealable court judgment.

Directive 2014/17/EU on credit agreements for consumers relating to residential immovable property lays down a common framework for certain aspects of the laws, regulations and administrative provisions of the Member States concerning agreements covering credit for consumers secured by a mortgage or otherwise relating to residential immovable property, including an obligation to carry out a creditworthiness assessment before granting a credit, as a basis for the development of effective underwriting standards in relation to residential immovable property in the Member States, and for certain prudential and supervisory requirements, including for the establishment and supervision of credit intermediaries, appointed representatives and non-credit institutions. Greece transposed Directive 2014/17/EU into national legislation by means of Greek Law 4438/2016 (Government Gazette issue A' 220/28.11.2016), as amended and in force.

Relationship Framework Agreement

For the realisation of the objectives and the exercise of the rights of the HFSF, the HFSF determines the relationship framework agreement or the amended relationship framework agreement, as the case may be, with all credit institutions that are or have been beneficiaries of financial assistance provided by the EFSF and the ESM. Moreover, the HFSF exercises the special rights stemming from relevant relationship framework agreements concluded under Article 6, paragraph 4 of the HFSF Law in the beneficiary credit institution that emerged through the transfer of the banking sector, via partial demerger or spin-off, in the context of a corporate transformation governed by Greek Law 4601/2019 of the credit institution that has received capital support from the HFSF. The credit institutions that are parties to such relationship framework agreement provide to the HFSF all information that the EFSF or the ESM might reasonably ask for, with a view to the HFSF transmitting such information to the EFSF or the ESM, except if the HFSF informs the credit institutions that they are under the obligation to transmit said information directly to the EFSF or the ESM.

Alpha Holdings and the HFSF have entered into a Relationship Framework Agreement (the "**RFA**"), in accordance with the provisions of the Memorandum of Economic and Financial Policies and the provisions of the HFSF Law. The RFA was originally entered into force on 12 June 2013 but was subsequently replaced by a new RFA (the "**New RFA**") entered into on 23 November 2015. In the context of the Hive Down, the New RFA was transferred to the Bank as part of such banking sector. There is an obligation to negotiate in good faith with the HFSF any amendments to the New RFA in order to preserve the rights of the HFSF at both the level of Alpha Holdings and the Bank subject to applicable law.

In addition to the above-mentioned powers, by virtue of the New RFA and for the period which the HFSF holds shares of Alpha Holdings, the HFSF's appointed representative on the Board of Directors of the Bank has the power, among other things, to include items in the agenda of the General Meeting of their ordinary shareholders, of their Board of Directors and of their committees in which the representative participates. The same rights are given in relation to both Alpha Holdings and the Bank under the HFSF Law. In addition, in accordance with the New RFA, the HFSF's Representative is appointed as a member of each of the Board Committees (including in the Audit, Risk Management, Remuneration, Corporate Governance and Nominations Committee). Such HFSF's Representative has the right to include items in the agenda of the meetings of the committee in which he participates and to request the convocation of such committee within seven (7) days of his written request to the chairman of the relevant committee. The HFSF has also appointed an observer who will participate in all Committees of Alpha Holdings and the Bank (but will have no voting rights), as well as in the Board of Directors of Alpha Holdings and the Bank.

Under the New RFA, the Bank's decision-making bodies will continue to determine independently their day-to-day business, commercial strategy and policy. The New RFA remains in force for as long as the HFSF holds shares in Alpha Holdings, irrespective of the percentage of its holding. The New RFA may be amended pursuant to the HFSF Law, as in force.

The HFSF may grant a "resolution loan" (as defined in the Financial Facility Agreement of 19 August 2015) to the HDIGF for the purposes of funding bank resolution costs, subject to the provisions of the above-mentioned Financial Facility Agreement and in compliance with EU rules on state aid. For the repayment of such loan the credit institutions participating in the HDIGF are liable as guarantors at the ratio of their contribution either in the resolution scheme or in the deposit guarantee scheme, as the case may be. The amount, the time and the manner of drawdown on such loan, as well as any other necessary matter in connection therewith, are determined on an ad hoc basis by a decision of the Minister of Finance, following a request by the HDIGF and the opinion of the Bank of Greece.

Restrictions on the Use of Capital

The compulsory commitments framework of the Bank of Greece is in line with Eurosystem regulations. Reserve ratios (the level of minimum deposits that credit institutions are required to hold on account with their national central bank, which is calculated in accordance with Regulation (EU) 2021/378 of the European Central Bank of 22 January 2021 on the application of minimum reserve requirements (recast) (ECB/2021/1), repealing as of 26 June 2021 Regulation (EC) 1745/2003 of the ECB of 12 September 2003 on the application of minimum reserves (ECB/2003/9), as amended by Regulation (EU) 2022/2419 of the European Central Bank, are determined by category of liabilities at 1 per cent. for all categories of liabilities comprising the reserve base, with the exception of the following categories to which a zero ratio applies:

- deposits with agreed maturity over two years;
- deposits redeemable at notice over two years;
- repos; and
- debt securities with agreed maturity over two years.

This requirement applies to all credit institutions.

Restrictions on Enforcement

According to Greek Law 4224/2013 and the Cabinet Act No. 6 of 17 February 2014, as amended by Cabinet Act No 20 of 14 August 2015 and replaced by Greek Law 4389/2016 (art. 72 to 98), as amended and in force, an intergovernmental Council for the Management of Private Debt was established (the "**Council**"). The Council is composed of the Ministers of Finance, Development and Tourism, Justice, Transparency and Human Rights, Labour, Social Security and Welfare, and Finance and introduces and monitors the necessary actions for the creation of a permanent mechanism for the resolution of the non-serviced/performing private debt of individuals, legal entities and undertakings.

Moreover, according to the provisions of Greek Law 4224/2013, as amended and in force, the Council provided a definition of "cooperating borrower" specifying when a borrower is classified as cooperating towards his/her lenders and assessed a methodology for determining "reasonable living expenses". A "debtor" is considered cooperating if: (i) it provides its creditor with its own or its representative's full and up-to-date contact details; (ii) it is available to communicate with its creditor and reverts with honesty and clarity on its creditor's calls and letters within 15 business days; (iii) it notifies its creditor fully and honestly of its current economic condition within 15 business days from any change thereto or from the relevant creditor's request; (iv) it communicates fully and honestly to its creditor any information that may significantly impact its economic condition within 15 business days from the date it obtained such information; and (v) it consents to explore any alternative options for the restructuring of its debt.

Greek Law 4224/2013, as in force, in conjunction with ministerial decision no. 5921/2015, provides that the consumer ombudsman will act extra judicially as mediator solely for the amicable settlement of the dispute between lenders and borrowers for the purpose of settling non-accruing loans within the framework of the Code of Conduct for the management of non-accruing loans.

Bank of Greece has published a new regulatory framework concerning the management of loans in arrears and non-accruing loans and specifically:

- Executive Committee Act No. 42/30.5.2014, as amended by Executive Committee Acts No. 47/9.2.2015 and No. 102/30.08.2016 determined the framework of obligations of the credit institutions in relation to the administration of loans in arrears and NPLs, providing for an independent unit of each credit institution for the administration of such loans, the establishment of a separate procedure for the administration thereof supported by appropriate IT systems and periodic filing of reports to the management of the credit institutions and the Bank of Greece; and

- Executive Committee Act No. 42/30.5.2014 was supplemented by Credit and Insurance Committee Decision No. 116/1/25.8.2014 of the Bank of Greece "Introduction of a Code of Conduct" under Greek Law 4224/2013, as further amended by Credit and Insurance Committee Decision No. 148/10/05.10.2015 and as revised by Credit and Insurance Committee Decisions No. 129/2/16.2.2015 and 195/1/29.07.2016, as in force regarding the Revision of the Code of Conduct under Greek Law 4224/2013 (the "**Code of Conduct**").

Executive Committee Act No. 42/30.5.2014, as in force, lays down a special framework of requirements for credit institutions' management of past due and non-accruing loans, in the framework of the provisions of Banking Law, CRR and the relevant Bank of Greece decisions. This framework imposes, among other things, the following obligations on credit institutions:

(i) to establish an independent arrears and NPLs management ("**ANPLM**") function;

(ii) to develop a separate, documented ANPLM strategy, the implementation of which will be supported by appropriate management information systems and procedures; and

(iii) to establish regular reporting to the management of the credit institution and the Bank of Greece.

The Code of Conduct lays down general principles of conduct and introduces best practices, aimed to strengthen the climate of confidence, ensure engagement and information exchange between borrowers and lending institutions, so that each party can weigh the benefits or consequences of alternative forbearance or resolution and closure solutions for loans in arrears for which the loan agreement has not been terminated, with the ultimate goal of working out the most appropriate solution for the case in question. The Code of Conduct is applied by credit institutions supervised by the Bank of Greece, as well as by all financial institutions of Article 4 of the CRR and by Receivables Management Companies and Receivables Acquisition Companies of Greek Law 4354/2015 ("**Receivables Law**"), as in force. Furthermore, the debtors subject to the Code of Conduct may be natural persons, professionals or enterprises, regardless of their legal form.

Each institution falling within the framework of the Code of Conduct has to implement, *inter alia*, an Arrears Resolution Procedure (hereinafter "**ARP**"), a detailed record with categorisation of loans and borrowers, in which the details of the examination procedure of the objections are recorded, and to establish an Objections Committee composed of at least three of its senior executives.

In dealing with cases of borrowers in arrears or pre-arrears, every institution shall apply an ARP involving the following steps:

Step 1: Communication with the borrower

Step 2: Collection of financial and other information

Step 3: Assessment of financial data and overall financial situation

Step 4: Proposal of appropriate solutions to the borrower

Step 5: Borrower's objections review procedure

It should be noted that the Bank of Greece will not deal with individual cases of disputes between creditors and borrowers that may arise from the implementation of the Code of Conduct. Furthermore, Articles 1 to 3 of Receivables Law, as replaced by Article 70 of Greek Law 4389/2016 and as further amended by Greek Laws

4393/2016, 4472/2017, 4549/2018 and 4701/2020, as well as Executive Committee Act No. 118/19.5.2017 of the Bank of Greece, as amended and in force, establish the framework for the management and transfer of claims from loans that can include NPLs by setting the requirements for the operation of loan management companies and loan transfer companies.

On 20 March 2017, the ECB published final guidance on NPLs. The guidance outlined measures, processes and best practices which banks should incorporate when tackling NPLs. Moreover, on 15 March 2018, the ECB published an addendum to the ECB's guidance to banks on NPLs. The addendum supplemented the qualitative NPL guidance and specified the ECB's supervisory expectations for prudent levels of provisions for new NPLs.

Under Ministerial Decision 2/94253/0025 as published in Government Gazette 5960/08.01.2018, credit institutions and borrowers (natural persons and businesses) may settle their loans under Article 103 of Greek Law 4549/2018, as recently amended by Greek Law 4597/2019, which are guaranteed by the Greek state, in accordance with the provisions of Greek Laws 2322/1995 and 4549/2018 and their delegated ministerial decisions without the intervention of the Greek state.

Specific restrictions on enforcement against an individual debtor's primary residence may apply following a debtor's submission to recently introduced Greek Law 4605/2019 (published in Government Gazette No. 52/01.04.2019) as adopted by the Greek Parliament on 29 March 2019. For a detailed description, see "–*Settlement of amounts due by over-indebted individuals under Greek Law 3869/2010—protection of main residence of the debtor*".

Management and/or transfer of loans

The Receivables Law, in conjunction with Executive Committee Act No. 118/2017 of the Bank of Greece, as amended and in force, provides the framework for the management and the transfer of receivables from both performing loans, NPLs and credits.

According to Article 1(1) of the Receivables Law, the management of receivables stemming from loan agreements and credits that have been granted by credit or financial institutions is only assigned to (a) *société anonymes* of a special and exclusive purpose established in Greece; and (b) entities domiciled in a Member State of the EEA, provided that they have a permanent establishment in Greece through a branch with the purpose of managing claims from loans and credits.

The above entities shall obtain a special licence from the Bank of Greece, subject to governance and organisational requirements imposed by the Receivables Law and shall be subject to the supervision of the Bank of Greece. These entities are further registered with special registries held with the General Commercial Registry and are governed by the provisions of the Receivables Law and the Greek Law 4548/2018, as amended and in force. Moreover, the application to the Bank of Greece for the granting of the special licence referred to above must be accompanied with certain information including, *inter alia* (a) the articles of association of the applicant company, as amended and in force, (b) the identity of the natural or legal persons holding directly (or indirectly, namely by exercising control through intermediary legal entities), a participation percentage or voting rights equal to or more than ten per cent. of the applicant company's share capital, (c) the identity of the natural or legal persons who, although not falling under (b) above, exercise control over the company through a written agreement or otherwise or by acting jointly, (d) the identity of the members of the board of directors or management, (e) certain questionnaires filled in by the shareholders and the directors of the applicant company in order to assess their capacity and suitability for this position ('fit-and-proper' test), (f) the organisational chart and internal documented procedures of the applicant, (g) the applicant's business plan and (h) a detailed report recording thoroughly the main methods and principles ensuring the successful reorganisation of the loans.

Irrespective of the above, the Bank of Greece may request any additional information that it considers important for the assessment of the application. The shares of the applicant company shall be registered shares.

Under the Receivables Law, the transfer of claims from loan agreements and credits that have been granted by credit or financial institutions can only take place by way of sale by virtue of a relevant written agreement and only to the following entities which:

(i) are *société anonymes* that according to their articles of association may acquire claims from loans and credits, have their registered seat in Greece and are registered with the General Commercial Registry;

(ii) are domiciled within the EEA, which according to their articles of association may proceed to the acquisition of claims from loans and credits, subject to the EU legislation.; or

(iii) are domiciled in third countries, which according to their articles of association may proceed to the acquisition of claims from loans and credits, subject to the EU legislation and have the discretion to be established in Greece through a branch, provided that: (i) their registered seat is not located in a state having a privileged tax regime, as such term is determined in the regulatory acts issued from time to time pursuant to Greek Law 4172/2013, as in force ("**Greek Income Tax Code**") and (ii) their registered seat is not located in a non-cooperative state, as such term is determined in the regulatory acts issued from time to time pursuant to the Greek Tax Income Code.

The purchase of the aforementioned receivables is valid only to the extent that a relevant management agreement has been entered into between an entity falling within one of the categories under (a), (b), or (c) above and an entity for the management of claims that has been licensed and is supervised by the Bank of Greece pursuant to the Receivables Law. Entering into a management agreement is always required for every subsequent transfer of such receivables.

The Executive Committee Act No. 118/19.05.2017 of the Bank of Greece, as amended by the Executive Committee Acts No. 153/08.01.2019 and 179/06.11.2020 of the bank of Greece, and as may be further amended from time to time, sets out in detail the rules on the establishment and operation of companies acquiring and/or managing receivables from loans and credits under the Receivables Law.

The aforesaid Act lays down in detail the procedure for the granting of a licence to these companies, the prudential supervision requirements, as well as the main principles for the organisation and corporate governance of the aforementioned entities, including the data and report to be submitted to the Bank of Greece on a periodic basis, the fees to be paid to the Bank of Greece, as well as the liabilities of credit institutions which assign the management or transfer receivables under the Receivables Law.

Solvency II

Directive 2009/138/EC on the taking-up and pursuit of the business of Insurance and Reinsurance ("**Solvency II**") of 25 November 2009, is a fundamental review of the capital adequacy regime for the European insurance sector business. The Solvency II Directive was amended by Directive 2014/51/EU of the European Parliament and of the Council of 16 April 2014 (the "**Omnibus II Directive**") (jointly referred to as the "**Solvency II framework**"), and supplemented by the Delegated Regulation (Delegated Regulation (EU) 2015/35) containing implementing rules for Solvency II, as amended and in force, concerning the calculation of regulatory capital requirements for several categories of assets held by insurance and reinsurance undertakings. Greece transposed the Solvency II framework by virtue of Greek Law 4364/2016, which sets out the regulatory requirements for insurance and reinsurance undertakings operating in Greece, the relevant supervisory regime and the resolution and liquidation framework for insurance undertakings.

Solvency II repealed the previously applicable regime under Solvency I and is aimed at creating a new solvency framework under which the financial requirements that apply to an insurance company, reinsurance company and insurance group better reflect such company's specific risk profile. Solvency II introduces economic risk-based solvency requirements across all Member States for the first time. While Solvency I included a relatively simple solvency formula based on technical provisions and insurance premiums, Solvency II introduces a new "total balance sheet" type regime where insurers' material risks and their interactions are considered. In addition to these quantitative requirements ("**Pillar I**"), Solvency II also sets requirements for governance, risk management and effective supervision ("**Pillar II**"), and disclosure and transparency requirements ("**Pillar III**").

Pursuant to Pillar I, specific risk-based solvency capital requirements are introduced and the insurers are required to hold capital against market, credit and operational risk. Law 4364/2016, as amended and in force, sets out specific rules for the calculation of own funds, the valuation of assets and liabilities and the valuation of technical provisions. In particular, with respect to own funds calculation, the resources held by insurance or reinsurance companies must be sufficient in order to cover both a Minimum Capital Requirement ("**MCR**") and a Solvency Capital Requirement ("**SCR**"). The SCR shall be calculated on the basis of the company's assets and liabilities, either by using a standard model or by developing an internal model adjusted to the needs of each company following approval by the supervisory authority (i.e. the Bank of Greece).

Pursuant to Pillar II, strict requirements with regard to identification, measurement and proactive management of risks have been established through the introduction of "Own Risk and Solvency Assessment" ("**ORSA**"). ORSA shall be used for the valuation and assessment of risks that may be incurred by an insurance or reinsurance company depending on its risk profile and their impact on the company's solvency. An internal risk management control system shall also be introduced in the daily functions of insurance and reinsurance companies and the companies shall be required to report the way in which they undertake the risk management exercise and demonstrate how this affects their business activity and decision making procedures. Outsourcing of insurance or reinsurance activities to individuals or legal persons is permitted (subject to certain exceptions), but it does not discharge the company from its civil, penal, administrative and other obligations that are set out in Law 4364/2016.

Pursuant to Pillar III, an extensive and detailed reporting of financial and risk information is required to facilitate the supervisory review process through which the supervisor shall evaluate insurers' and reinsurers' compliance with the laws, regulations and administrative provisions adopted under the Solvency II framework and any implementing measures. In this context, the insurance and reinsurance undertakings are required to publish, on an annual basis, a report regarding their solvency and financial condition. Moreover, in the case of crucial developments that have affected their MCR or SCR, insurance or reinsurance companies may be required to disclose the amount of such variation and announce any corrective measures that they purport to apply.

The Bank of Greece, in its capacity as supervisory authority, is responsible for the proper operation of the insurance and reinsurance market and the implementation of the new regulatory framework on a preventive, corrective and suppressive basis. The Bank of Greece exercises financial supervision on insurance and reinsurance companies operating in Greece, in order to confirm their solvency in accordance with the provisions of Greek Law 4364/2016. Moreover, it evaluates, on a regular basis, the corporate governance principles applied by the supervised entities, their capital adequacy, including the quality and adequacy of own funds, their technical provisions, their risk assessment process and the companies' ability to identify risks and adjust the decision-making process accordingly. The Bank of Greece may request to be provided with any information that is considered necessary to exercise its powers and it may impose on the insurance and reinsurance companies additional capital requirements under exceptional circumstances, as set out under Article 26 of Greek Law 4364/2016.

Derivatives Transactions—European Market Infrastructure Regulation

In order to address the roots of the financial crisis, the G20 countries committed to address risks related to the derivative markets. In order to make that commitment effective, the European Parliament and the European Council have adopted a regulation that requires OTC derivative contracts to be cleared, derivative contracts to be reported and sets a framework to enhance the safety of central clearing counterparties ("**CCP**") and for Trade Repositories ("**TR**"). Regulation (EU) No. 648/2012 ("**EMIR**") of the European Parliament and of the Council of Europe of 4 July 2012, on OTC derivatives, CCPs and TRs entered into force on 16 August 2012 and is directly applicable in all the Member States. EMIR, as amended and in force, has been supplemented by several Commission Delegated Regulations, including Regulations (EU) 148/2013 to 153/2013, 1002/2013 and 1003/2013, 285/2014, 667/2014, 2016/2251, 2017/104 and 2017/323.

Extrajudicial debt settlement mechanisms

Extrajudicial debt settlement mechanism for businesses under Greek Law 4469/2017 (applications submitted until 30 April 2020)

Greek Law 4469/2017 provided for an extrajudicial procedure for settling debts towards any creditor, which derived from the debtor's business activity or other cause, *provided that* the settlement of those debts is considered vital by the participants in order to secure the debtor's business viability. Applications under the framework of Greek Law 4469/2017 could be submitted electronically to the Special Private Debt Management Secretariat ("**EGDICH**") by 30 April 2020 on the dedicated electronic platform in EGDICH's website.

The approval of the debt restructuring proposal required the debtor's consent and the formation of a majority of 3/5 of participating creditors, which includes 2/5 of participating creditors with special privilege.

The extrajudicial procedure is concluded by the execution of a debt restructuring agreement between the debtor and consenting creditors, otherwise the procedure is deemed unsuccessful. Certain specific types of claims and creditors whose claims do not exceed certain thresholds are excluded from the scope of this extrajudicial procedure and are not bound by the debt restructuring agreement. The debtor or a participating creditor may submit an application for ratification of the debt restructuring agreement to the Multi-Member Court of First Instance of the debtor's registered seat. The ratification decision is binding upon the debtor and all creditors, regardless of their participation in the negotiations of or their consent as to the debt restructuring agreement.

In case the debtor fails to pay any amount due to any of the creditors in accordance with the terms of the debt restructuring agreement for more than 90 days, the creditor has the right to request cancellation of the agreement towards all parties, by submitting a petition to the court which ratified the debt restructuring agreement, or, in case the debt restructuring agreement has not been ratified by a court, to the Multi-Member Court of First Instance of the debtor's registered seat.

It is noted that, when a debtor, who is deemed to be in a state of present or imminent inability to fulfil its financial obligations, has debts towards several credit or financial institutions or credit servicing firms under Greek Law 4354/2015, which have acquired or manage overdue receivables of that same debtor; such entities may cooperate to submit a common proposal to this debtor, in order to reach a sustainable solution. By means of joint ministerial decision no. 130060/29.11.2017, as amended by virtue of the amendment joint ministerial decision no. 61654/14.06.2019 and applicable, a simplified procedure was introduced for businesses eligible to apply for an extrajudicial debt settlement mechanism under Greek Law 4469/2017, with total debt up to €50,000.

In case of a business debt settlement process pursuant to Greek Law 4469/2017, any individual and collective enforcement measures against the debtor, pending or not, for the satisfaction of claims, the settlement of which is pursued through the extrajudicial debt settlement, are automatically suspended for a 90-day period, starting from the date on which the invitation for participation in the procedure is sent by the coordinator to the creditors. The above suspension includes any request for preventive measures and the registration of a prenotation of mortgage, unless the taking of preventive measures aims at the prevention of the depreciation of the debtor's business due to the disposal of its assets. In case of non-completion of the extrajudicial procedure within the 90-day suspension period, due to extensions granted to creditors for the taking of actions, the suspension of enforcement and preventive measures is extended until the completion of the extrajudicial procedure, and only with respect to those creditors. If an extension is requested after the 90 days have lapsed, the suspension applies to the creditor requesting the extension and for as long as that extension is in force. The above suspension ceases automatically in case: (i) the procedure is terminated without success due to lack of quorum or for any reason whatsoever, or (ii) a decision is taken by the majority of the participating creditors to that effect.

The out-of-court debt settlement process pursuant to the Insolvency Code (entry into force from 1 June 2021)

The new out-of-court debt settlement process pursuant to the Insolvency Code, which came into effect on 1 June 2021, replaces the procedure under the prior regime. Within the context of the out-of-court debt settlement process provided for by the Insolvency Code, individuals or legal entities, eligible to be declared bankrupt, may apply online to the Special Secretariat for Private Debt Management of Ministry of Finance through an electronic platform for the settlement of their debt towards: (a) financial institutions, including servicers, (b) the Greek state, and (c) social security institutions, subject to certain exemptions (*e.g.*, a debtor may not file an application for the opening of an out-of-court debt settlement process in case 90% of its total debts is to a single financial institution). It is noted that investment service providers, undertakings for collective investment in transferable securities, alternative investment funds and their managers, credit, financial and (re-) insurance institutions constitute entities falling outside the scope of the Insolvency Code, and thus, may not apply as debtors for the opening of the out-of-court debt settlement process.

Creditors that are financial institutions may accept the invitation for debt settlement, and submit a settlement proposal to the debtor. Subsequently, a restructuring agreement is executed provided the debtor and the majority (60%) (in terms of the value of the relevant claims) of the participating creditors who are financial institutions and participating secured creditors representing at least 40% of the total secured claims of the financial institutions, consent. The results of such settlement apply to all financial institutions. If the proposal provides for debt settlement against the Greek state and social security institutions, such creditors are deemed to have automatically consented, subject to certain requirements being fulfilled.

The process may also be initiated by the creditor(s), at their own discretion, upon service or delivery (via email, in person or otherwise) of an invitation to the debtor to apply for the opening of such procedure within 45 days as of such invitation. The lapse of this period without the filing of a relevant application by the debtor terminates the process.

All actions under the Code of Conduct, *i.e.*, Act no. 195/1/29.07.2016 of the Governor of the Bank of Greece, as in force, issued under Article 1 of Greek Law 4224/2013, are automatically suspended as of the filing of the out-of-court debt settlement application and so long as such process is not terminated. As of the conclusion of a restructuring agreement all enforcement actions and measures, pending or not, are also automatically suspended, with the exemption of the auctions scheduled to take place within three (3) months as of the filing date of the application by the debtor and of any relevant preparatory procedural action of the auction by a secured creditor, including foreclosure. Should a restructuring agreement not be signed by the debtor and the participating creditors within (2) two months as of the application filing date, excluding the period from 1st to 31st August 2021, the process is terminated without success. The restructuring agreement can be terminated by any creditor whose claims are covered by the restructuring if the debtor is in default on the payment of an aggregate amount equal to either three payment instalments or 3% of the total amount due under the restructuring agreement. Termination of the restructuring agreement results in the reinstatement of the debtor's liabilities vis-à-vis the terminating creditor that become due and payable to the pre-settlement debt amount less any amount already paid under the settlement. Such termination does not affect the legal position of the debtor vis-à-vis other creditors covered by the restructuring.

It is noted that the performance of debts secured with a mortgage on the main residence of the debtor may be partially subsidised by the Greek state, subject to certain conditions. The subsidy is provided for five years, commencing on the application submission date. The subsidy requirements include, *inter alia*, a *de minimis* provision regarding the amounts owed to financing institutions, the Greek state and social security institutions (set at a minimum of €20,000), as well as a cap to the amounts owed to each creditor (set at a €135,000 for individuals and a maximum of €215,000 per household). Finally, under Article 30 of the Insolvency Code financial institutions have the option of cooperating as to their common debtors by establishing common policies regarding, indicatively, the conditions of processing and approval of applications, a procedure of automated processing, the establishing of notification mechanisms for clients susceptible to financial hardship. Additionally, financial institutions are entitled to amend the terms of loans guaranteed by the Greek State, indicatively with respect to their duration, interest rate, and the amount and frequency of instalments; without any quantitative increase of the guarantee liability and shall be applied otherwise and only in accordance with paragraphs 3 and 4 of Article 60.

Early warning mechanism and debtors' service centres (entry into force from 1 June 2021)

The Insolvency Code has introduced an early warning electronic mechanism for natural and legal persons, aiming to detect circumstances which could lead to their insolvency and creation of non-sustainable debts. The early warning mechanism, which is supervised by the Special Secretariat for Private Debt Management of Ministry of Finance, provides for the classification of debtor applicants into three risk levels (low, medium and high). Following the classification process, any natural person with no income from business or freelance activity classified as of medium or high risk, may contact the competent Borrowers' Service Centres or the Borrowers' Support Service Offices so that they receive free, specialised advice relating to the status of their debts and the possible settlement options under the Insolvency Code. The same applies for debtors with income from freelance activity and debtors with income from business activity, natural or legal persons, which can seek free, specialised advice by the respective Professional Chambers or Associations or Institutional Social Partners.

Settlement of business debts under Greek Law 4307/2014 and the Insolvency Code.

Greek Law 4307/2014 provided for urgent interim measures for the relief of private debt, especially the settlement of debt of viable small businesses and professionals towards financing institutions (namely credit institutions, leasing and factoring companies, supervised by the Bank of Greece), the Greek state and social security institutions, as well as for emergency procedures for the rehabilitation ("*εξυγίανση*" in Greek) or liquidation of operating over-indebted but viable businesses, provided certain pre-conditions were met. In particular, this law introduced provisions on: a) incentives to small businesses and professionals, as well as to financing institutions for the settlement/write-off of private debt; b) debt relief and settlement of small businesses and professionals to the Greek state and social security institutions; c) an extraordinary debt settlement process as to corporate debts (binding on all creditors); d) an extraordinary special administration process; and e) the establishment of a committee to monitor and coordinate the implementation of the measures adopted with a view to their rapid and effective implementation.

Natural or legal persons with bankruptcy capacity and their centre of main interests in Greece, including small businesses and professionals, could file an application for the opening of an extraordinary debt settlement process. In particular, such debtors, could file a petition to the competent court (the Single-member Court of First Instance of the debtor's centre of operations) for the settlement of their debts, *provided that* their creditors consent and the petition is filed along with a restructuring agreement co-signed by such creditors. The law provides that the consenting creditors should represent at least 50.1% of the total claims, including at least 50.1% of secured creditors with *in rem* security rights or special privilege or with any other form of security right resulting from a security agreement over assets on 30.06.2014 (*i.e.*, pledge, assignment of claim, pledge under the provisions of Greek Law 2844/2000, or prenotation of mortgage), including at least two financing institutions, if the debtor has been financed by more than one financing institution, and such creditors should represent (at least) 20% of such debtors' total liabilities, in accordance with the Greek General Accounting Plan (presidential decree no. 1123/1980) or in accordance with International Accounting Standards.

If ratified by the court, the restructuring agreement was binding on all creditors, and a 12-month suspension of collective enforcement measures, including the debtor's declaration of bankruptcy, was imposed by law, starting from the publication of the said decision. If provided for in the restructuring agreement, any (individual or collective) actions could be suspended for a maximum duration of three months, starting from publication of the court's ratification decision. The deadline for filing such applications lapsed on 31 March 2016.

Additionally, Greek Law 4307/2014 provided for an extraordinary special administration process, with regard to natural persons or legal entities with bankruptcy capacity, that have their centre of main interests in Greece are, among other conditions, unable to repay their due debts in a general and permanent manner. This process intended to facilitate the sale of the debtor's business as a going concern, or the sale of individual business sectors and of individual assets, which do not constitute business sectors.

However, as of 1 March 2021 Articles 68 to 77 of Greek Law 4307/2014 on special administration proceedings have been repealed by the Insolvency Code. As of that date, new applications for the opening of special administration proceedings may no longer be submitted under Greek Law 4307/2014, which will, however, continue to apply to proceedings pending before the entry into effect of the Insolvency Code, unless otherwise expressly provided by the Insolvency Code. By virtue of a decision of the special administration creditors' meeting, which is to be convened by an invitation of the special administrator, the special administration proceedings may be exceptionally subjected to the Insolvency Code. In such event, the provisions of the equivalent procedural stage of the Insolvency Code will govern such proceedings by way of analogy and the special administrator will exercise the duties and responsibilities that are entrusted to the bankruptcy trustee as per the Insolvency Code.

Similarly to special administration proceedings provided for in Greek Law 4307/2014, the Insolvency Code provides for the power of the bankruptcy trustee to conduct a public tender for the sale of the business as a whole or the sale of separate operation unit(s) of the business. The liquidation process is followed pursuant to a relevant decision of the bankruptcy court. The main differences between the special administration proceedings under Greek Law 4307/2014 and the new process provided for by the Insolvency Code, are the following:

- a notary public is hired to conduct the auction;
- the auction is carried-out electronically, namely through the e-auction platform; and
- following the auction, the creditors' meeting approves or opposes to the transaction, in which case the creditors' meeting may provide its approval subject to specific conditions (*e.g.*, an increase of the proposed sale price).

In case of liquidation of separate assets, although the procedural aspects are the same as those of Greek Code of Civil Procedure, it is noted that there is no legal remedy that can be used to challenge the initial offering price set by independent evaluators.

Settlement of amounts due by over-indebted individuals under Greek Law 3869/2010—protection of main residence of the debtor

On 3 August 2010, Greek Law 3869/2010 came into effect with respect to the settlement of amounts due by over-indebted individuals. The law allowed the settlement of debts of individuals evidencing permanent and general inability (without intention) to repay their due debts, by submitting an application for a three-year settlement of their debts and writing off the remainder of their debts, in accordance with the terms of the settlement agreed. All individuals, both consumers and professionals, were subject to the provisions of Greek Law 3869/2010, as amended and in force, with the exception of individuals who could be declared bankrupt under the Bankruptcy Code.

This regulatory regime, as amended, allowed for the settlement of all amounts due to credit institutions (consumer, mortgage and commercial loans either promptly serviced or overdue), as well as those due to third parties with the exception of debts ascertained, during the year before the submission of the application, from intentional torts, administrative fines, monetary sanctions as well as obligations for spousal or child support. Following the amendment of the law by Greek Law 4336/2015, the scope of its provisions was widened to include ascertained debt towards the Greek state, tax authorities, municipalities and prefectures and social security funds, *provided that* such institutions are not the only creditors of the applicant and that the relevant debt was being subjected to restructuring along with its debt towards private creditors. Greek Law 3869/2010 was further amended, among others, by Greek Law 4346/2015, which introduced provisions on the partial funding by the Hellenic Republic of the amount of monthly payments set by court decision.

On 29 March 2019, the Greek Parliament replaced the regime of Greek Law 3869/2010 for the protection of primary residence by adopting Greek Law 4605/2019. The new provisions, which entered into force on 30 April 2019, introduced, *inter alia*, important amendments to the eligibility criteria for admission of debtors to the protective framework. Pursuant to the amended legal framework, eligible over-indebted debtors could apply online through a digital platform until 31 July 2020 for the settlement of their debts by arranging a partial repayment of their due debts in accordance with Greek Law 4605/2019.

Pursuant to Article 68 of Greek Law 4605/2019, debts eligible for settlement were restricted to those owed to credit institutions and, in the case of a house loan, to the Hellenic Consignment Deposit and Loans Fund and credit companies, for which a mortgage or a pre-notation of mortgage has been registered in favour of the aforementioned entities over the debtor's main residence and *provided that* such debts were in arrears for at least 90 days as at 31 December 2018. Ownership of the main residence did not have to be exclusive and complete in order to be protected. However, debts of natural persons cannot be settled if they are guaranteed by the Greek state. Within the framework mentioned above, the debtor should pay in equal monthly instalments and within

25 years an amount of 120% of the commercial value of its main residence, as determined on 31 December of the year prior to the submission of the application, plus interest calculated as 3-month Euribor +2%. The Greek state may also contribute to the payment of these monthly instalments under certain conditions.

It is also explicitly provided in the amended legal framework that (i) only a single application per debtor may be filed for the settlement of amounts owed; (ii) from the notification of the application to the creditor(s) until the lapse of the deadline provided by law for the debtor to request the judicial settlement, in case a consensus arrangement is not reached, auction proceedings against the debtor's main residence are suspended; (iii) a settlement proposal accepted by both the creditor and the debtor constitutes an enforceable title by virtue of which enforcement proceedings may be either initiated in relation to the remaining debtor's assets (except for their main residence) or initiated also for their main residence in case the debtor fails to meet the payment settlement conditions (*i.e.*, if the debtor owes in total more than three monthly instalments); and (iv) transfer of claims of credit institutions, the assignment of their claims to credit servicing firms of Greek Law 4354/2015, their securitisation in accordance with the provisions of Greek Law 3156/2003, or the replacement of the guarantor or co-debtor of such claims, do not prevent the settlement of amounts owed by the over-indebted individuals.

In case a consensus arrangement is not reached between the parties (*i.e.*, the credit institution or the Hellenic Consignment Deposit and Loans Fund and the debtor), the debtor may request the protection of its main residence by the competent court, on the terms mentioned herein above. If the borrower successfully completes the settlement plan and fully complies with it, then the remaining portion of the loan exceeding 120% of the value of the applicant's main residence plus interest calculated as three-month Euribor + 2% will be written off. In addition, any mortgage or mortgage pre-notation that has been registered over the main residence securing a claim under the settlement plan, is lifted. However, if the debtor fails to meet the payment settlement conditions (*i.e.*, if the debtor owes in total more than three monthly instalments), enforcement proceedings may be initiated against the debtor even on their main residence.

As of 1 June 2021, pursuant to the Insolvency Code, new applications may no longer be submitted under Greek Law 3869/2010, which will, however, continue to apply to proceedings pending before 1 June 2021.

Settlement of Amounts Due by Indebted Individuals under the Insolvency Code (entry into force from 1 March or 1 June 2021, depending on the applicable provision).

The Insolvency Code consolidated the provisions of several statutes dealing with excessive indebtedness and debt settlement (such as Laws 3588/2007, 3869/2010, 4307/2014, 4469/2017 and 4605/2019) into one comprehensive legal framework of expanded scope, with all existing tools for debt settlement consolidated, regardless of their subject (such as indebted households, protection of main residence and extrajudicial settlement mechanisms). As at 1 March 2021, the provisions of the then applicable legal regime contained in Greek Law 3588/2007 were repealed and the legal framework governing bankruptcy is now governed by the relevant provisions of the Insolvency Code.

The Insolvency Code establishes a special regime for protecting main residences of eligible individuals considered to be vulnerable distressed debtors, which provides for a sale and lease-back scheme for main residences and the establishment of a new organisation to implement the relevant process. The definition of vulnerable debtors is aligned with the criteria set out in Article 3 of Greek Law 4472/2017, as applicable (*i.e.*, the eligibility criteria for the provision of housing benefits, including, *inter alia*, an individual yearly income cap set at €9,600). The respective applications are submitted to EGDICH, in accordance with the Decision of the Ministers of Finance and Labour and Social Affairs no. 96550/04.08.2021 (Government Gazette Issue B' 3571/04.08.2021). The objective of the new framework is the liquidation of a debtor's main residence for the purposes of debt settlement, without the vulnerable debtor having to relocate or definitively lose ownership of their asset. This is effected by the establishment of a sale and lease-back private entity, contracting with the Greek state pursuant to a call for tenders of the latter.

According to this scheme, in the event that a vulnerable debtor is declared insolvent or that enforcement proceedings regarding their main residence are initiated, they may submit a request under the new regime, which then acquires ownership right over the debtor's immovable property at market value price as determined by a certified valuator. In return, the new organisation leases the same property to the debtor for 12 years for a set amount of monthly rent (to be determined primarily based on the applicable housing loans' average interest rate). However, the price may be adjusted, if, in the context of an auction, the first offering price is significantly higher (15% or more) than the valuation price, in which case the purchase price is the lower of the first offering price and the price provided by a second certified evaluator appointed by the creditor seeking enforcement. Should no third-party, holder of right in rem, pose any objections to the transfer, the sale and lease-back entity purchases the residence free of any encumbrance or claim. The debtor maintains its status as beneficiary of the aforementioned housing benefits of Greek Law 4472/2017, which are now credited to the sale and lease-back entity as a partial payment of the relevant lease instalment. The lease is terminated in the event that the debtor has defaulted on 3 instalments and remains in default for at least 1 month after relevant notice is served. The termination of the lease leads to the abolishment of the debtor's buy-back rights. It is further noted that any rights of the debtor deriving from the lease are non-transferable, save for instances of universal succession.

The debtor may be entitled to re-purchase the property at a price objectively determined under the provisions of the said law upon fulfilment of its rental payment obligations. After full repayment at the end of the 12-year period or prior to that, the debtor (or its successors) is entitled to exercise a buy-back right. The buy-back price is defined pursuant to a Decision of the Minister of Finance, in accordance with Article 225 of the Insolvency Code, yet to be issued.

Further protective measures related to the COVID-19 pandemic

Greek Law 4790/2021 entered into force on 31 March 2021 and provides for urgent measures in response to the COVID-19 pandemic, including with respect to (i) the suspension of enforcement proceedings (and relevant deadlines); and (ii) the protection of the main residence of individuals who were financially affected by the consequences of the COVID-19 pandemic.

With respect to the suspension of enforcement proceedings it is noted that:

(a) the time period spanning from 7 November 2020 until 6 April 2021, *i.e.*, the date on which the temporary cessation of operations of courts in Greece was lifted, will not be counted against any legal deadline for undertaking procedural and extrajudicial actions (this is not the case for proceedings under Greek Law 4307/2014). No statutory litigation interest ("*τόκοι επιδικίας*" in Greek) will be payable for this period;

(b) all auctions of a borrower's non-perishable movable property, immovable property, ships and aircrafts, in the context of liquidation proceedings, scheduled between the reopening of courts in Greece and 13 May 2021 are cancelled; and

(c) all auctions scheduled between 07 November 2020 and 13 May 2021 that were cancelled in accordance with item (b) above, may be rescheduled by the creditor for a new auction date set after 6 July 2021, *provided that* the deadline for filing legal remedies against the proceedings by a third party had not expired by 7 November 2020.

With respect to the protection of the main residence of individuals who were financially affected by the consequences of the pandemic, it is noted that:

(a) Individuals who qualify (in accordance with criteria set by Greek Law 4790/2021 and after being verified by EGDICH) as financially affected by the consequences of the COVID-19 pandemic may not be the subject of any seizure, auction of and enforcement proceedings against their main residence that would result in them having to vacate said property**.** This protection was granted until 31 May 2021; and

(b) The above does not preclude the adjudication of claims, the issuance of a payment order, the service of an enforcement order, or interim measures proceedings, relating to the main residence.

Securitisations—the Hellenic Asset Protection Scheme (HAPS and HAPS 2)

Securitisations

Greek Law 3156/2003 (the "**Securitisation Law**") sets out a framework for the assignment and securitisation of receivables in connection with either existing or future claims, originated by a commercial entity with registered seat in Greece or, resident abroad and having an establishment in Greece (a "**Transferor**") and resulting from the Transferor's business activity. Article 10 of the Securitisation Law allows a Transferor to sell its receivables to a special purpose vehicle (an "**SPV**"), which must also be the issuer of notes to be issued in connection with the securitisation of such receivables. In particular, it provides that:

(a) the assignment of the receivables is to be governed by the assignment provisions of the Greek Civil Code, which provides that ancillary rights relating to the receivables including mortgages, guarantees, pledges and other security interests will be transferred by the Transferor to the SPV along with the transfer of the receivables;

(b) the transfer of the receivables pursuant to the Securitisation Law does not change the nature of the receivables, and all privileges which attach to the receivables for the benefit of the Transferor are also transferred to the SPV;

(c) a summary of the receivables sale agreement must be registered with the competent Registry of Transcription, in accordance with the procedure set out under Article 3 of Greek Law 2844/2000 of the Hellenic Republic, following which registration (i) the validity of the sale of the receivables and of any ancillary rights relating to the receivables is not affected by any insolvency proceedings concerning the Transferor or the SPV; (ii) the underlying obligors of the receivables will be deemed to have received notice that there has been a sale of the receivables; and (iii) the legal pledge by operation of law over the securitised receivables and the separate account is established, as analysed under items (f) and (g) below;

(d) the collection and servicing of the securitised receivables must be carried out by:

   (i) a credit institution or financial institution licensed to provide services in accordance with its scope of business in the EEA; or

   (ii) the Transferor; or

   (iii) a third party that had guaranteed or serviced the receivables prior to the time of transfer to the SPV;

   (each of the entities under items (i) to (iii), referred to as the "**Servicer**").

(e) if the SPV does not have a registered seat in Greece, and the securitised receivables are claims against consumers, payable in Greece, the Servicer of the securitised receivables must have an establishment in Greece;

(f) any collection by the Servicer, in respect of the receivables, is made on behalf of the noteholders and the respective amounts are deposited in a collections account in the name of the issuer (separate from both the Transferor's and the Servicer's bankruptcy estate) held by it (if a credit institution) or with a credit institution operating in the EEA; and such collections account, any monies standing to its credit, and any security interest on behalf of the noteholders, may not be subjected to attachment, set-off or any other encumbrance sought to be imposed by any creditor of the Transferor, the Servicer, or by the account bank's creditors;

(g) following the transfer of the receivables and the registration of the receivables' sale agreement with the Registry, in accordance with Article 3 of Greek Law 2844/2000 and the Securitisation Law, no security interest or encumbrance can be created over the receivables other than the one which is created pursuant to the Securitisation Law, in favour of the noteholders and the other creditors of the SPV, constituting a pledge by operation of law. Additionally, a pledge by operation of law is created on the collections account for the benefit of the noteholders and all other creditors of the SPV; and

(h) the claims of the holders of the notes issued in connection with the securitisation of the receivables and also of the other creditors of the SPV from the enforcement of the pledge operating by law will rank ahead of the claims of any statutory preferential creditors.

The Hellenic Asset Protection Scheme (HAPS and HAPS 2)

Greek Law 4649/2019, as amended by Greek Law 4818/2021, provides the terms and conditions under which the Greek state guarantee may be provided in the context of securitisation of non-performing receivables from loans, credit agreements or leasing agreements by credit institutions under the asset protection scheme. This law provides for the conditions under which the securitisation must be implemented in order to qualify for the provision of the State guarantee, in line with initial decision no. 10.10.2019 C (2019) 7309 of the European Commission and decision 9.4.2021 C (2021) 2545 of the European Commission regarding the prolongation of the Hellenic Asset Protection Scheme. Such conditions include, *inter alia*, that the notes to be issued in the context of the securitisation must include at least senior and junior notes and the price paid to the Greek banks for the sale and transfer of non-performing receivables cannot exceed their aggregate net book value. The Greek state irrevocable and unconditional guarantee will be provided to the senior noteholders for the full repayment of principal and interest thereunder throughout the term of the notes. The initial aggregate commitment of the Greek state under the HAPS law amounted up to €12 billion. The aggregate commitment under the HAPS scheme extension, *i.e.* the HAPS 2, entered into force by virtue of Ministerial Decision 45191/13.4.2021, amounts to an additional €12 billion. Under HAPS 2, applications for the provision of the Greek state guarantee may be filed exclusively within 18 months as of 9 April 2021, *i.e.*, by 9 October 2022 or such other date as may be designated by a decision of the Minister of Finance on the basis of a decision of the European Commission.

The Greek state guarantee is granted by a decision of the Minister of Finance and becomes effective upon (i) transfer through sale to private investors, for positive value, of at least 50% plus one of the issued junior notes, (ii) transfer through sale to private investors, for a positive price, of such number of the issued junior notes and of mezzanine notes (if issued) that allows the accounting derecognition of the securitised receivables in the financial statements of the transferor and its group; (iii) the senior tranche of the notes being rated at no less than BB- by an External Credit Assessment Institution (as defined in point (98) of Article 4(1) of the Capital Requirements Regulation); and (iv) assignment of the servicing of the securitised NPL portfolio to an independent servicer (not controlled by the transferor of the receivables). If the State guarantee has not become effective within 12 months as of the publication of the respective Ministerial Decision granting the guarantee, then such decision ceases automatically to be in force and the amount of the guarantee is released. New applications for the same securitisation may not be submitted before the lapse of 6 months. Certain ministerial decisions have been issued to set out the details for the implementation of the aforementioned law.

Deposit and Investment Guarantee Fund

Pursuant to Greek Law 3746/2009, the HDIGF was established as a private law entity and a general successor of the Deposit Guarantee Fund provided for by Article 2 of Greek Law 2832/2000. The provisions currently applicable to the HDIGF are set out in Greek Law 4370/2016, as in force, transposing into Greek law Directive 2014/49/EU. Greek Law 4370/2016 came into force on 7 March 2016 and repealed the previously applicable law 3746/2009, setting out the rules for the operation of guarantee schemes.

Pursuant to Greek Law 4370/2016, as in force, all credit institutions licensed, in accordance with the Banking Law, to operate in Greece, with certain exemptions, and the local branches of credit institutions which have been established in non-EU Member States and are not covered by a guarantee scheme equivalent to that of the HDIGF mandatorily participate in the HDIGF. Greek branches of foreign credit institutions established in EU Member States may also become members of the investments cover scheme of the HDIGF at their discretion.

The HDIGF has its registered seat in Athens, is supervised by the Minister of Finance, is not a state organisation or public legal entity and does not belong to the Greek public sector or the broader Greek public sector, as the latter is defined from time to time. The HDIGF is managed by a seven-member board of directors the Chairman of which is one of the Deputy Governors of the Bank of Greece. Of the remaining six members, one comes from the Ministry of Finance, three from the Bank of Greece and two from the Hellenic Bank Association. When reviewing and taking decisions in respect of requests for a credit institution's resolution under the BRRD Law, the Board of Directors is constituted only by five directors, i.e. without the participation of the two directors appointed by the Hellenic Bank Association. Members of the above board of directors are appointed by a decision of the Minister of Finance and have a five-year tenure. 60 per cent. of the HDIGF's constitutive capital was covered by the Bank of Greece and 40 per cent. by the members of the Hellenic Bank Association.

The objective of the HDIGF is (1) to indemnify depositors of credit institutions participating in the HDIGF obligatorily or at their own initiative that are unable to fulfil their obligations towards their depositors and finance resolution measures of credit institutions through the deposits cover scheme (the "**Deposits Cover Scheme**") in accordance with Article 104 of the BRRD Law; (2) to indemnify investor-customers of credit institutions participating in the HDIGF obligatorily or at their own initiative, in relation to the provision of investment services from these credit institutions in case the latter are unable to fulfil their obligations from the provision of "covered investment services" (the "**Investments Cover Scheme**"); and (3) to provide financing in the context of the reorganisation measures of Articles 37 et seq. of the BRRD Law – in accordance with the applicable provisions – with the aim of fulfilling the HDIGF's mission under Article 95 of the BRRD Law (the "**Resolution Scheme**").

Under the Deposits Cover Scheme, the maximum coverage limit for each depositor with deposits not falling within the "exempted deposits" category is €100,000, taking into account the total amount of its deposits with a credit institution minus any due and payable obligations towards the latter, subject to set-off in accordance with Greek law. This amount is paid in euro (with regard to foreign currency deposits, the payable amount is determined in accordance with the exchange rate which is applied by the Bank) to each depositor as an indemnity irrespective of the number of accounts, the currency or the country of operation of the branch in which it holds the deposit. In the case of joint bank accounts, as defined by Law 5638/1932 (Government Gazette 307/A), each depositor's share shall be taken into account for the purposes of the calculation of the maximum indemnification amount as a separate deposit and is entitled to cover up to the aforementioned limit with his or her other deposits, as analysed above. The deposit of a group of persons without legal personality shall be aggregated and treated as if made by a single depositor for the purpose of calculating the abovementioned limits. By way of exemption, the Deposits Cover Scheme covers deposits at an additional limit of up to a maximum amount of €300,000 deriving from specific activities (such as sale of a private property by an individual, payment of social security/insurance benefits, etc.) expressly specified in para 2 of Article 9 of Greek Law 4370/2016 credited to the relevant accounts, subject to the time limits and other conditions specified in Greek Law 4370/2016, as in force.

The HDIGF also indemnifies the investor-clients of credit institutions participating in the Investment Cover Scheme with respect to claims from investment services up to the amount of €30,000 for the total of claims of such investor, irrespective of covered investment services, number of accounts, currency and place of provision of the relevant investment service. In the case where the investors of HDIGF member credit institutions are co-beneficiaries of the same claim to guaranteed investment services, each investor's share in the claim shall be taken into account for the purposes of the calculation of the maximum indemnification amount as a separate claim and is entitled to cover up to the aforementioned limit in aggregate with his or her other investment claims, as analysed above. If the part of the claim corresponding to each co-beneficiary is not specified in the agreement signed by the co-beneficiaries and the HDIGF member credit institution, for the purposes of compensation each co-beneficiary is considered as having an equal share in the investment. For the purposes of compensation, the claim of a group of persons without legal personality shall be treated as if made by a single investor.

With regard to the Deposits Cover Scheme and the Investments Cover Scheme, the HDIGF is funded by the following sources: its founding capital, the initial and annual contributions of credit institutions obligatorily participating in the HDIGF's Deposits Cover Scheme and the Investments Cover Scheme, and supplementary contributions, as well as special resources coming from donations, liquidation of the HDIGF's claims, the management of the assets of the HDIGF's Deposit and Investment Cover Schemes and loans. Pursuant to Articles 98, 99 and 100 of BRRD Law, the Resolution Scheme of the HDIGF is funded by regular ex ante contributions and extraordinary ex post contributions of credit institutions mandatorily participating in the Resolution Scheme, and, if the regular ex ante contributions are not adequate or the ex post contributions are not adequate or immediately available, alternative financing, including loans or financial support by credit institutions, financial institutions or other third parties.

In accordance with Article 16 of Greek Law 3864/2010, as amended and in force, the HDIGF may be granted a resolution loan, as set out in the Financial Facility Agreement dated 19 August 2015, by the HFSF for the purpose of covering expenses relating to the financing of banks' resolution pursuant to the provisions of the aforementioned Financial Facility Agreement without prejudice to the state aid rules of the European Union. The repayment of such loan will be guaranteed by the credit institutions participating in the HDIGF proportionately to their contributions to the Resolution Scheme or the Deposits Cover Scheme, as the case may be.

Single Resolution Fund

On 30 November 2015, by virtue of Greek Law 4350/2015, the Greek Parliament ratified the Intergovernmental Agreement "on the transfer and mutualisation of contributions to the SRF, an essential part of the Single Resolution Mechanism" (the "**IGA**"), concluded between 26 EU Member States (the "**Contracting Parties**"), including Greece, on 21 May 2014, as amended on 22 April 2015.

Pursuant to the IGA, the contracting EU Member States, the credit institutions of which participate in the SRM and SSM, undertook to:

(i) irrevocably transfer contributions collected at national level through the resolution financing arrangements for the purpose of their resolution schemes (in Greece the Resolution Fund, namely the Resolution Scheme of the HDIGF) from the credit institutions authorised within their territory, pursuant to Regulation (EU) No. 806/2014 and Directive No. 2014/59/EU, to the SRF established by the aforementioned Regulation; and

(ii) allocate such contributions to separate parts corresponding to each Contracting Party, for a transitional period commencing on the date the IGA enters into force and ending on the date the SRF achieves the target level of financing provided for in Article 69 of Regulation (EU) No. 806/2014, but no later than eight years from the entry into force of the IGA. The use of the different national parts shall be gradually rendered mutual, in order for the separation to cease to exist by the end of the transitional period.

The above-mentioned contributions include: (i) the ex-ante annual contributions from the credit institutions authorised within each Member State's territory at the latest until the 30 June of such year, the first transfer taking place at the latest until 30 June 2016; (ii) contributions collected by the Contracting Parties pursuant to Articles 103 and the BRRD prior to the entry into force of the IGA, minus the amount the national resolution arrangements may have used prior to the entry into force of the IGA for resolution actions within their territories; and (iii) extraordinary ex-post contributions promptly upon their collection, where the available financial means of the SRF are not sufficient to cover the losses, costs or other expenses incurred by the use of the SRF in resolution actions.

The IGA further provides for the way the separate national parts of contributions of the SRF are formed based on the amount of contributions paid by the institutions authorised within each Member State as well as the way each national part shall be used in case of recourse to the SRF for resolution purposes of an institution within a Member State's territory prior to the mutualisation of the SRF's contributions. Also, the IGA provides for the "temporary transfer of contributions" between the separate national parts, namely the cases under which the contracting Member States may require using the contributions of parts of the SRF corresponding to other Member States and not yet mutualised during the transitional period.

Prohibition of Money Laundering and Terrorist Financing

Greece, as a member of the Financial Action Task Force ("**FATF**") and as a Member State of the European Union, fully complies with FATF recommendations and the relevant EU legal rules on anti-money laundering and countering the financing of terrorism ("**AML/CFT**").

Directive (EU) 2015/849 on the prevention of the use of the financial system for the purposes of money laundering or terrorism financing, amending Regulation (EU) No 648/2012 and repealing Directive 2005/60/EC and Directive 2005/60/EC (4th AML/CFT Directive) was transposed in Greece through Greek Law 4557/2018. Law 4557/2018 was recently amended by Greek Law 4734/2020 transposing in Greece Directive (EU) 2018/843 amending Directive (EU) 2015/849 and Directives 2009/138/EC and 2013/36/EU (5th AML/CFT Directive), Greek Law 4816/2021 transposing Directive (EU) 2018/1673 on combating money laundering by criminal law (6th AML/CFT Directive) and Greek Laws 4855/2021, 4920/2022, 4941/2022, 5001/2022, 5039/2023 and 5042/2023. The Bank of Greece has also signed the "Multilateral Agreement on the practical modalities for the exchange of information pursuant to article 57a(2) of Directive (EU) 2015/849" between the European Central Bank and national competent authorities responsible for supervising compliance with the AML/CFT framework, pursuant to article 57a(2) of Directive (EU) 2015/849.

The main provisions of the Greek legislation, as in force, provide, inter alia, the following:

- categorisation of money laundering and terrorist financing as criminal offences;
- a list of basic offences which includes, among others, bribery of political persons, bribery of employees, computer fraud, human trafficking, tax evasion, smuggling and non-payment of debts towards the state;
- designation of persons falling within the ambit of Greek Law 4557/2018, including, among others,credit institutions; financial institutions; payment institutions; investment firms; electronic money institutions; credit companies; insurance undertakings operating in the field of life insurance; insurance intermediaries, when operating in the field of life insurance or investment-related services, with the exception of affiliated insurance intermediaries; leasing companies; factoring companies; credit servicing companies for loans and credits subject to the conditions set out in Article 1(25) of Receivables Law; estate agents in relation to transactions of a value up to at least €10,000, irrespective of whether such amount corresponds to the sale/purchase price or monthly rent; notaries and lawyers under certain circumstances; external auditors and any person that undertakes to provide, directly or by means of other persons to which that other person is related, material aid, assistance or advice on tax matters as principal business or professional activity; persons trading or acting as intermediaries in the trade of works of art; service providers of exchange services between virtual currencies and fiat currencies as well as custodian digital wallet providers; (the "**obliged persons**");
- definition of the beneficial owner and establishment of a national central beneficial owner registry providing accurate and up-to-date information on the 'ultimate beneficial owner status' of any natural person(s) who ultimately owns or controls an entity and/or on whose behalf a transaction or activity is being conducted;
- interconnection of the beneficial ownership registers at EU level;
- improving transparency on the real owners of trusts;
- obliged persons' obligation to identify customers, build KYC procedures, retain documents and report suspicious/unusual transactions to the competent AML/CFT national authorities;

- description of the circumstances, under which the obliged persons must apply due diligence or simplified or enhanced customer due diligence;
- identification and assessment of the AML/CFT risks, taking into account risk factors including those relating to the customers, countries or geographic areas, products, services, transactions or delivery channels;
- definition of Politically Exposed Persons ("**PEPs**");
- adoption of risk-based approach to AML/CFT compliance;
- identify lower/higher AML/CFT risk areas;
- setting up centralised bank account registers or retrieval systems;
- disapplication of banking secrecy in case of money laundering activities;
- lifting the anonymity on electronic money products (prepaid cards) in particular when used online;
- obligation to maintain evidence and records of transactions;
- appointment of the competent national AML/CFT Authority which is responsible, among others, for examining reports filed by banks and other individuals or legal persons with respect to suspicious transactions and for ordering sanctions against individuals who are suspected of terrorism;
- enhanced due diligence and special measures applicable in relation to high risk third countries and improving checks on transactions involving such countries;
- enhancing the powers of EU Financial Intelligence Units and facilitating their cooperation;
- enhancing cooperation between financial supervisory authorities; and
- criminal, administrative and other penalties that are imposed in case of breach of the AML/CFT Framework. Criminal sanctions may be imposed against natural persons, including persons who aid or abet or act as accessories, noting that, for the purposes of conviction for several offences, it is not necessary to establish all the factual elements or all circumstances relating to that criminal activity, including the identity of the perpetrator. While no criminal proceedings can be brought against legal entities under Greek law, they may face administrative sanctions (including dissolution and liquidation) for breaches of the AML/CFT Framework committed for their benefit by any person, acting either individually or as part of an organ of the legal person and having a leading position within the legal person.

The provisions of Greek Law 4557/2018 are complemented by Regulation (EU) 2015/847 on information accompanying transfers of funds and repealing Regulation (EC) No 1781/2006, which applies from 26 June 2017. It sets out rules on the information on payers and payees, accompanying transfers of funds, in order to help prevent, detect and investigate AML/CFT cases.

In the context of combating tax evasion, Directive (EU) 2016/2258 provides for the access of tax authorities to the mechanisms, procedures, documents and information applied and held by the obliged persons (including banks) for AML/CFT purposes. The Directive has been transposed into Greek law by Greek Law 4569/2018.

The Banking and Credit Committee of the Bank of Greece has issued Decision 281/5/17.03.2009 on the "Prevention of the use of the credit and financial institutions under Bank of Greece supervision for money laundering and terrorist financing", Decision 285/6/09.07.2009 which sets out an indicative typology of unusual or suspicious transactions within the meaning of article 4(13), (14) Greek Law 3691/2008 and Decision 290/12/11.11.2009 on the "Framework governing the imposition of administrative sanctions on the institutions supervised by the Bank of Greece in accordance with| Article 52 of Greek Law 3691/2008". The aforementioned Decisions 281/5/17.03.2009 and 285/6/09.07.2009 were amended by the Bank of Greece Governor's Act No. 2652/29.02.2012 providing for, inter alia, an indicative typology of unusual or suspicious transactions pertaining to tax evasion. Moreover, Decisions 281/5/17.03.2009 and 290/12/11.11.2009 were further amended by Decision 300/30/28.07.2010 of the Banking and Credit Committee of the Bank of Greece setting out further obligations of the credit institutions under the AML/CFT legislation. Decision 281/5/17.03.2009 was further amended by Decision 94/23/15.11.2013 of the Credit and Insurance Committee of the Bank of the Greece and Executive Committee Act 172/29.5.2020 of the Bank of Greece.

Decision 281/5/17.03.2009 takes into account the principle of proportionality, and includes the obligations of all credit and financial institutions and FATF recommendations with respect to PEPs by categorising local PEPs as high risk customers and by imposing on the supervised banks additional reporting obligations pertaining to suspicious cross border transfer of funds, as well as to high risk banking products and customers. This decision also reflects the common understanding of the obligations imposed by Regulation (EU) 1781/2006 on the information on the payer accompanying transfers of funds. It is noted that Regulation (EU) 1781/2006 was repealed by Regulation (EU) 2015/847 of the European Parliament and of the Council of 20 May 2015 on the information accompanying transfers of funds and repealing Regulation (EC) No 1781/2006.

Extensive AML/CFT reporting obligations apply to entities supervised by the Bank of Greece pursuant to Bank of Greece Governor's Act 2651/20.1.2012, as amended and in force. Recently, the Executive Committee Act No. 172/1/29.05.2020 of the Bank of Greece laid down the terms and conditions for digital customer identification by credit institutions and other supervised entities. The Executive Committee Act No. 172/1/29.05.2020. It contains a combination of organisational, technical and procedural measures that ensure a reliable verification of identity of natural persons and are designed to prevent identity fraud. Two methods of digital onboarding are envisaged: (a) by videoconference with a trained agent; and (b) an automated procedure via a dynamic-selfie, subject to additional safeguard measures. The identification documents for natural persons that are acceptable are those incorporating enhanced security features. Exceptionally, for Greek citizens and only as part of the videoconference method, ID cards issued by the Hellenic Police, with data written in Latin characters, may be accepted following valuation of any underlying risks and subject to validity and authenticity checks through the central digital portal of the public administration.

The HCMC has adopted the following decisions:

- HCMC Decision No 1/506/8.4.2009 for the prevention of the use of the financial system for money laundering and terrorist financing.
- HCMC Decision No. 34/586/26.5.2011 for the application of due diligence measures in case of outsourcing functions or agency relationship.
- HCMC Decision No. 35/586/26.5.2011, amending the HCMC decision No. 01/506/08.04.2009 for the prevention of the use of the financial system for money laundering and terrorist financing. The above decision has, among others, extended the enhanced due diligence measures applicable to high-risk customers, and introduced the obligation of companies, subject to it, to freeze the assets of persons who are includedin relevant lists.
- HCMC Decision No. 20/735/22.10.2015, amending article 2 of the HCMC decision No. 01/506/08.04.2009 for the prevention of the use of the financial system for money laundering and terrorist financing. with respect to the application of due diligence measures.

- HCMC Decision No. 5/820/30.05.2018, amending article 10(2) of the HCMC decision No. 01/506/08.04.2009 for the prevention of the use of the financial system for money laundering and terrorist financing, by introduction of the obligation for preparation of annual report and submission to the HCMC by the compliance officer.

- HCMC Decision No. 4/894/23.10.2020 for the remote electronic identification of natural persons by obliged persons supervised by the HCMC when concluding business relationships or carrying out occasional transactions.

- HCMC Decision 5/898/3.12.2020 for the establishment of a register of providers of exchange services between virtual currencies and fiat currencies and a register of custodian digital wallet providers

In July 2002, the Greek Parliament passed Greek Law 3034/2002, which transposed into Greek law the International Convention for the Suppression of the financing of terrorism, with which the Group fully complies.

Moreover, the European Commission issued Regulation (EU) 2016/1675 supplementing Directive (EU) 2015/849 by identifying high-risk third countries with strategic deficiencies in their national AML/CFT frameworks, as amended and in force.

Furthermore, it should be noted that on 5 December 2017 the Council of the European Union adopted its list of non-cooperative tax jurisdictions and published two Annexes containing: (i) the EU list of non-cooperative tax jurisdictions; and (ii) the different jurisdictions cooperating with the EU with respect to commitments taken to implement tax good governance principles. The Council of the European Union list is intended to promote good governance in taxation worldwide, maximising efforts to prevent tax avoidance, tax fraud and tax evasion. Furthermore it is also noted that the current list, as in force, is to be revised at least once a year and the competent EU authorities may recommend an update at any time. The latest revised list was adopted in February 2023.

In July 2021, the European Commission presented a comprehensive package to review the existing AML/CFT framework, which include the following:

- a proposal for the creation of a new EU AML/CFT authority which will establish a single integrated system of AML/CFT supervision across the EU, based on common supervisory methods and convergence of high supervisory standards and will directly supervise some of the riskiest financial institutions that operate in a large number of Member States or require immediate action to address imminent risks. Moreover, the new EU AML/CFT authority will monitor and coordinate national supervisors responsible for other financial entities, as well as coordinate supervisors of non-financial entities and support cooperation among national financial intelligence units and facilitate coordination and joint analyses between them, to better detect illicit financial flows of a cross-border nature;

- a proposal for a regulation with directly applicable rules, including in the areas of customer due diligence and beneficial ownership and setting up of an EU-wide limit of €10,000 to large cash payments;

- a proposal for a directive replacing the existing Directive 2015/849/EU containing provisions that will be transposed into national law, such as rules on national supervisors and financial intelligence units in Member States; and

- a proposal for the revision of Regulation 2015/847/EU to trace transfers of crypto-assets.

Payment Services in the Internal Market

On 23 December 2015, Directive 2015/2366/EU ("**PSD2**"), which intends to incorporate and repeal the Directive 2007/64/EC on payment services in the internal market (the "**PSD**") was published in the Official Journal of the European Union. PSD2 aims at improving the functioning of the internal market for payment services and more broadly for all goods and services given the need for innovative, efficient and secure means of payments.

PSD2 was transposed into Greek law by virtue of Greek Law 4537/2018, as amended and in force. The new legislative regime provides high protection regarding the rights of the users of the payment services. In particular, law 4537/2018:

- expands the reach of the original PSD to include payments to and from third countries, where at least one (and not anymore both) payment service provider is located within the EU. Moreover, the extension in scope will also have as an effect that the same rules will apply to payments that are made in a currency that is not denominated in Euro or another EU Member State's currency;

- introduces new a Strong Customer Authentication (SCA) requirement. This involves the use of two authentication factors for bank operations that were not previously required, including payments and access to accounts online or via apps, as well as a stricter definition of what counts as an authentication factor;

- introduces new security requirements for electronic payments and account access, along with new security challenges relating to account information service providers ("**AISPs**") and payment initiation service providers ("**PISPs**"). Specifically, customers have the right to reclaim the amount of money transferred in cases where: (a) unauthorised credit of the customer's account was used for the purchasing of products or services; (b) authorised credit of the customer's account was used for the purchase of products or services (i) that did not mention the exact amount of the payment transaction and (ii) the amount of the payment transaction exceeded the amount reasonably expected by the customer, taking into account previous spending patterns, the framework contract's terms and the circumstances of the specific case; or (c) here was a non-execution or defective execution of the payment transaction by the Bank;

- encourages new players ("**TPPs**") that offer specific payment solutions or services to customers to enter the payment market. The TPPs will have to follow the same rules as the traditional payment service providers: registration, licensing and supervision by the competent authorities. Furthermore, it opened the EU payment market for TPPs to offer payment services based on the access to the information from the payment account. These TPPs are categorised as AISPs that allow consumers and businesses to have a global view on their financial situation, and the PISPs that help consumers to make online credit transfers and inform the merchant immediately of the payment initiation, allowing for the immediate dispatch of goods or immediate access to services purchased online. Moreover, PSD2 allows payment service providers that do not manage the account of the payment service user to issue card-based payment instruments to that account and to execute card-based payments from that account. Such "third party" payment service provider – which could be a bank not servicing the account of the payer – will be able, after consent of the user, to receive from the financial institution where the account is held a confirmation (a yes/no answer) as to whether there are sufficient funds on the account for the payment to be made;

- standardises the different approaches to surcharges on card-based transactions, which are not allowed for those consumer cards affected by the interchange fee cap; and

- enhances consumer rights by introducing: (a) reduced liability for non-authorised payments from €150 to €50; and (b) unconditional refund right for direct debits in euro for a period of 8 weeks.

The Hellenic General Secretariat of Trade and Consumer Protection is appointed as competent authority to handle complaints of payment services users and other interested parties (i.e. consumer associations).

On 24 July 2013, the EC also published a proposal for a Regulation on interchange fees for card-based payment transactions which led to the adoption on 29 April 2015 of Regulation (EU) 2015/751 of the European Parliament and of the Council on interchange fees for card-based payment transactions. Specifically, the Regulation, which is applicable as of 8 June 2015:

- caps interchange fees at 0.2 per cent. of the transaction value for consumer debit cards and at 0.3 per cent. for consumer credit cards;
- allows EU countries to define percentage caps lower than 0.3 per cent. for consumer credit card transactions;
- allows EU countries to impose a fee of no more than 5 eurocents per transaction interchange fee in combination with the 0.2 per cent. cap for consumer debit card transactions; and
- increases transparency on the level of fees paid by retailers, thus enabling them more easily to select which payment cards to accept.

EU General Data Protection Regulation

The GDPR represents a new legal framework for the data protection in the EU. It has applied directly in all EU Member States since 25 May 2018. Although a number of basic principles under previous Greek data privacy laws remain the same under the GDPR, the GDPR also introduces new obligations on data controllers and enhanced rights for data subjects.

The GDPR applies to organisations located within the EU and also extends to organisations located outside of the EU if they offer goods and/or services to EU data subjects. Regulators have power to impose administrative fines and penalties for a breach of obligations under the GDPR, including fines for serious breaches of up to 4 per cent. of the total worldwide annual turnover of the preceding financial year or €20 million and fines of up to 2 per cent. of the total worldwide annual turnover of the preceding financial year or €10 million for other specified infringements. The GDPR identifies a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement).

In Greece, Greek Law 4624/2019 implements and/or makes use of the derogations allowed by the GDPR and complements Greek Law 2472/1997, as amended and in force. However, there is still very little guidance as to how the Hellenic Data Protection Authority will enforce the GDPR. The Hellenic Data Protection Authority issued its opinion on Greek Law 4624/2019 in January 2020, which heavily criticised the lack of conformity of some of its provisions with the GDPR and Directive 2016/680 (the "**LED**"), which was also transposed into Greek law by virtue of Greek Law 4624/2019. Concerning Article 52, the Hellenic Data Protection Authority stated that Article 11 of the LED has been poorly transposed because Greek Law 4624/2019 does not provide the appropriate safeguards for the rights and freedoms of the data subject and at least the right to obtain human intervention on the part of the controller.

The Bank has taken measures to comply with the GDPR and Greek law requirements.

Consumer protection

Credit institutions in Greece are subject to legislation aimed at protecting consumers from abusive terms and conditions. In particular, Greek Law 2251/1994, as supplemented by the Ministerial Decision no. 5338/17.01.2018, with effective date as of 17 March 2018, and as amended and in force, sets forth rules on the marketing and advertisement of consumer financial services, prohibits unfair and misleading commercial practices and includes penalties for violations of such rules and prohibitions.

In addition, consumer protection issues are regulated through administrative decisions, such as Ministerial Decision Z1-798/2008 (Government Gazette Issue B' 1353/11.07.2008) on the prohibition of general terms which have been found to be abusive by final court decisions, as amended by Ministerial Decisions Z1-21/2011 (Government Gazette Issue B' 21/18.01.2011) and Z1-74/2011 (Government Gazette Issue B' 292/22.02.2011).

Further to the above, Directive 2008/48/EC of the European Parliament and of the Council of Europe on credit agreements for consumers and repeal of Council Directive 87/102/EEC, as amended and in force, provides for increased consumer protection in the context of consumer credit transactions and prescribes, among others, the inclusion of standard information in advertising and the provision of pre-contractual and contractual information to consumers.

The aforesaid Directive was transposed into Greek legislation by Ministerial Decision Z1-699/2010 (Government Gazette Issue B' 917/23.06.2010) with effect from 23 June 2010. The said Ministerial Decision provides for increased consumer protection in the context of consumer credit transactions and prescribes, among others, the inclusion of standard information in advertising and the provision of pre-contractual and contractual information to consumers. Ministerial Decision Z1-699/2010 was amended by Greek Law 4438/2016, Ministerial Decision Z1-111/2012 (Government Gazette Issue B΄ 627/2012) and Joint Ministerial Decision 108544/2018, that transposed into Greek Law European Directive 2011/90/EU providing additional assumptions for the calculation of the annual percentage rate of charge.

The Ministerial Decision Z1-699/2010, as amended and in force, contains specific provisions regarding the provision of standard information for the advertising of credit agreements, and the minimum information that should be provided to consumers so as to enable them to compare different offers. In order for the consumers to make informed decisions, they must receive adequate information in a clear and precise manner through standard information that should be available to them prior to execution of the agreement, including, among others, the total amount of credit, the terms governing money withdrawals, duration, interest rate, and relevant examples. The credit agreements should be executed in writing or by any other relevant means.

Before the conclusion of the credit agreement, the creditor assesses the consumer's creditworthiness and solvency on the basis of sufficient information, where appropriate obtained from the consumer during the pre-contractual stage, but also on the information provided by the consumer during a long-term transactional relationship, and after research on the proper data base, in accordance with the special provisions for the supervision of credit and financial institutions.

Consumers have the right to withdraw from their contracts within fourteen days without providing any justification. In order to withdraw from their contracts, consumers must inform the creditor and pay the principal and any accrued interest calculated from the date of the granting of the credit up to the date of its repayment, without any undue delay and at the latest within thirty days from the date of notification to the creditor. Consumers have the right to fulfil the entirety or part of their obligations before the date specified in the agreement. In case of early partial or full repayment, creditors are entitled to a reasonable and objectively justified compensation for any expenses directly related to the early repayment of the credit, provided that such early repayment is taking place within the time period for which a fixed interest has been agreed.

Finally, the Bank of Greece Governor's Act No. 2501/2002, as supplemented by Act of the Governor of the Bank of Greece No. 178/2004 and in force, sets out fundamental disclosure obligations of credit institutions operating in Greece *vis-à-vis* any Contracting Party.

Ministerial Decision 56885/2014 set a code of conduct for the protection of consumers during sales, offer periods and promotional actions while Joint Ministerial Decision 70330/2015 transposed Directive 2013/11/EU on alternative dispute resolution for consumer disputes and introduced supplementary measures for the application of Regulation (EU) 524/2013 on online dispute resolution for consumer disputes.

Joint Ministerial Decision 5921/2015 (entered into force on 19 January 2015) set out the terms and the procedure for mediation of the consumer ombudsmen between credit institutions and debtors pursuant to the provisions of the Code of Conduct.

Presidential Decree No. 10/2017 introduced the "Code of Consumer Conduct" and set the principles to be applied to trade and the trading relations between suppliers and consumers and their associations. Finally, Ministerial Decision 31619/2017 introduced a Code of Consumer Conduct for e-commerce.

Greek Law 4512/2018, which has been effective since 17 March 2018, as amended and in force, brought significant amendments to Greek Law 2251/1994. The most important of such amendments for the credit institutions or financial institutions and servicers supervised by the Bank of Greece are the following:

(i) change in the definition of "consumer" falling within the ambit of the protection of Greek Law 2251/1994 to include only individuals (and no longer legal entities); and

(ii) in the field of unfair terms in consumer contracts, protection is also provided only to the very small businesses, either natural or legal persons, as if it was offered to an individual.

The above applies only to contracts entered into, or renewed after 17 March 2018. Old contracts are not affected by the introduced amendments.

The Banking Law does not contain any provision regarding the equity participation of credit institutions in other entities. However, the Bank of Greece Governor's Act No. 2604/04.02.2008, concerning the acquisition by credit institutions of qualifying holdings in the share capital of financial sector entities, as amended by Decision 281/10/17.03.2009 of the Banking and Credit Committee of the Bank of Greece,and in force pursuant to article 166(2) of the Banking Law, requires credit institutions to obtain the Bank of Greece's prior approval to acquire or increase a qualifying holding (>10 per cent. of capital or voting rights) in the share capital of credit institutions, financial institutions, insurance and reinsurance companies, investment firms, information technology management companies, real estate property management companies, asset and liability management companies, payment systems management companies, external credit assessment institutions and financial data collection and processing companies. Such act also contains a list of cases in which no approval of the Bank of Greece is required for the acquisition of a qualifying holding in a financial sector entity, including among others, the acquisition of a qualifying holding in entities supervised by the Bank of Greece on a standalone basis, provided that such acquisition is subject to notification as well as fit and proper assement of the proposed acquirer by the Bank of Greece in accordance with the applicable rules.

Moreover, Article 89 CRR provides that (1) the acquisition of a qualifying holding, the amount of which exceeds 15 per cent. of the eligible capital of the institution, in an undertaking which is not (a) a financial sector entity; (b) an undertaking, that is not a financial sector entity, carrying on activities which the competent authority considers to be a direct extension of banking, or ancillary to banking, or leasing, factoring, the management of unit trusts, the management of data processing services or any other similar activity, and (2) the total amount of the qualifying holdings of an institution in undertakings other than those referred to in points 1(a) and 1(b) that exceeds 60 per cent. of its eligible capital, shall be treated at the choice of the competent authority as follows:

(iii) either by applying a risk weight of 1,250 per cent. to the greater of the amount of the qualifying holdings referred to above under (1) in excess of 15 per cent. of eligible capital, or the total amount of qualifying holdings referred to above under (2) that exceeds 60 per cent. of the eligible capital of the institution; or

(iv) by prohibiting institutions from having qualifying holdings referred to above above under (1) in excess of 15 per cent. of eligible capital, or a total amount of qualifying holdings referred to above under (2) that exceeds 60 per cent. of the eligible capital of the institution.

The Bank of Greece has not published its choice as per the above to date.

Subject to EU regulations, new and significant holdings (concentrations) must also be reported to the Greek Competition Commission according to Greek Law 3959/2011 and notified to the European Commission, provided that they have community dimension within the meaning of Regulation (EU) 139/2004 on the control of concentrations between undertakings, following the procedure set in such Regulation (as supplemented by Regulation (EU) 802/2004).

Additional disclosure and/or notification requirements may apply, if the entities, in which credit institutions acquire equity participations, are listed on a regulated market within the meaning of article 4(21) of Greek Law 4514/2018 or otherwise supervised by the Hellenic Capital Market Commission or other regulatory authorities.

Equity Participations in Greek Credit Institutions

Article 23 of Banking Law requires any individual or a legal entity intending to acquire, directly or indirectly, in a credit institution established in Greece and authorised by the Bank of Greece (or the ECB following the entry into force of the SSM Regulation), a holding which represents 10 per cent. or more of its capital or of the voting rights, or which makes it possible to exercise a significant influence over the management of that credit institution, or participation reaching or exceeding the thresholds of 20 per cent., 1/3, 50 per cent. of the capital or of the voting rights, or so that the credit institution would become its subsidiary, or acquire control of a Greek credit institution within the meaning of Article 3(1)(34) of the Banking Law, through written or other arrangements or concerted action, to notify the Bank of Greece of such intention. Following such notification, the Bank of Greece in cooperation with the ECB (in the context of the SSM) carries out an assessment of the fitness and propriety of the proposed acquirer; any approval decision is issued by the ECB. The above notification obligations applies also where an individual or a legal entity intends to dispose, a direct or indirect holding in a credit institution crossing the above thresholds.

Executive Committee Act No. 142/11.6.2018 of the Bank of Greece, as amended by Executive Committee Act No. 178/02.11.2020 of Bank of Greece, and as in force, sets out the regulatory procedure and requirements for the acquisition of a qualifying holding in a credit institution, including (a) a notification for the acquisition of a qualifying holding; (b) the submission of questionnaires, as well as the information and supporting documentation, for the fit and proper assessment of the proposed acquirer by the Bank of Greece in cooperation with the ECB (in the context of the SSM), and if the proposed acquirer intends to appoint new members of the management body and/or key function holders, the questionnaires as well as the information and supporting documentation required for their fit and proper assessment (by the Bank of Greece if the credit institution is an LSI, or the Bank of Greece in cooperation with the ECB, in the context of the SSM, if the credit institution is a SI); and (c) appropriate privacy statements included in the Executive Committee Act No. 142/11.6.2018 of the Bank of Greece concerning personal data processing.

Any envisaged acquisition of a holding between 5 per cent. and 10 per cent. of the capital or of the voting rights of a credit institution must also be notified to the Bank of Greece which examines whether such acquisition will allow the proposed acquirer to exercise a significant influence over the management of that credit institution, in which case a fit and proper assessment of the proposed acquirer pursuant to Executive Committee Act No. 142/11.6.2018 of the Bank of Greece must also be carried out.

Deferred Tax Assets (DTAs)

Greek Law 4302/2014 introduced Article 27A to the Greek Income Tax Code, which was initially replaced by Greek Law 4303/2014 and then by Greek Law 4340/2015 and was most recently amended by Greek Law

4549/2018, 4722/2020 and, most recently, 4831/2021 ("**DTA Framework**"), to allow, under certain conditions, from 2016 onwards, credit institutions to convert DTAs falling within the scope of such law and arising (a) from the participation in the PSI and the buy-back programme and (b) from the sum of (i) the unamortised part of the crystallised loan losses from write-offs and disposals, (ii) the accounting debt write-offs and (iii) the remaining accumulated provisions and other general losses, with respect to existing amounts up to 30 June 2015, into final and due receivables from the Hellenic Republic ("**Tax Credit**"). In the case of an accounting loss in a specific year, the Tax Credit will be calculated by multiplying the total amount as per the above of the deferred tax asset by the percentage represented by the accounting losses over net equity before such year's losses as appearing in the annual financial statements of the credit institution, excluding such year's accounting losses.

Pursuant to the new provisions of Greek Law 4831/2021, the transaction loss from the exchange of Greek government bonds or corporate bonds guaranteed by the Greek state, in application of a participation programme in the redistribution of Greek debt (of par. 2 of article 27 of law 4172/2013), deducts as a priority compared to the transaction loss due to credit risk. The amount of the annual transaction loss from credit risk deduction is limited to the amount of annual gains determined under tax law, before the deduction of these losses resulting from credit risk and after the deduction of the loss resulting from the PSI bond exchange, see "*Regulation and Supervision – PSI Programme*". The remaining amount of the annual deduction that has not been offset is carried forward for deduction in subsequent tax years within the twenty-year period, in which the remaining profits will remain after the annual deduction of the transaction losses corresponding to those years. The order of deduction of the transferred amounts is preceded by the older transaction loss balances compared to the newer ones. If at the end of the twenty-year amortisation period there are balances that have not been offset, these are losses subject to the five-year transfer rule. It is noted that the above provision does not affect the rate of the depreciation for regulatory purposes of the DTA, neither retrospectively nor in the future, i.e. the DTA will continue to be depreciated on a straight line basis (one-twentieth per year), for both previous, as well as for future sales of NPLs. In this context, the purpose of this amendment is to avoid a significant one-off impairment of DTAs, as a result of the tax amortisation of accumulated loan losses. The above applies from 1 January 2021 and concerns debit differences due to credit risk that have arisen since 1 January 2016.

This legislation allows Greek credit institutions to treat such eligible DTAs as not "relying on future profitability" according to the CRD Directive, and as a result such DTAs are not deducted from Common Equity Tier I capital but rather risk weighted, thereby improving an institution's capital position. As of 31 December 2022, the Group's DTAs falling within the scope of the DTA Framework amounted to €2.7 billion, comprising 51.6 per cent. of its total DTAs (net of deferred tax liabilities) and 8.0 per cent. of RWAs while the Bank's DTAs falling within the scope of the DTA Framework amounted to €2.7 billion, comprising 51.6 per cent. of its total DTAs and 8.6 per cent. of RWAs.

The Tax Credit can be offset against income taxes payable. Any excess amount of the Tax Credit that cannot be offset against income taxes payable is immediately recognised as a receivable from the Hellenic Republic. Upon conversion of DTA to DTC, the credit institution will issue conversion rights on its ordinary shares which will belong to the Hellenic Republic and correspond to common shares of the credit institution of a total market value equal to 100 per cent. of the Tax Credit prior to the set-off, and create a special reserve of an equal amount. The conversion price of the conversion rights will be based on the average trading price per share of the last 30 business days prior to the date that the Tax Credit becomes payable, weighted by trading volume. The exercise of such rights will take place without the payment of consideration. Existing shareholders will have, proportionate to their participation in the share capital of the credit institution, a call option on the conversion rights. Following the end of a reasonable period during which such option was not exercised, the rights are freely transferable.

The conversion mechanism (DTA to DTC) is also triggered in the case of resolution, liquidation or special liquidation of the institution concerned, as provided for in Greek or EU legislation, as the latter has been transposed into Greek legislation. In this case, any amount of DTCs which is not offset with the corresponding annual corporate income tax liability of the institution concerned gives rise to a direct payment claim against the Hellenic Republic.

The Extraordinary General Meeting of Shareholders of the Bank held on 7 November 2014 approved the Bank's submission in the scope of the DTA Framework, which is applicable from the tax year 2017 onwards for Tax Credits arising from the tax year 2016.

TAXATION

The comments below are of a general nature and are not intended to be exhaustive. Any Noteholders who are in doubt as to their own tax position should consult their professional advisers.

Taxation in the Hellenic Republic

The following is a summary of certain material Greek tax consequences of the purchase, ownership and disposal of the Notes. The discussion is not exhaustive and does not purport to deal with all the tax consequences applicable to all possible categories of purchasers, some of which may be subject to special rules and also does not touch upon procedural requirements, such as the issuance of a tax registration number or the filing of a tax declaration or of supporting documentation required. Further, it is not intended as tax advice to any particular purchaser and it does not purport to be a comprehensive description or analysis of all of the potential tax considerations that may be relevant to a purchaser in view of such purchaser’s particular circumstances. Also, the discussion below is limited to the payment of interest under Notes as per the terms of which the redemption amount of such Notes may not be less than the principal amount thereof upon their issue.

The summary is based on the Greek tax laws in force on the date of this Offering Circular, published case law, ministerial decisions and other regulatory acts of the respective Greek authorities as in force at the date hereof and does not take into account any developments or amendments that may occur after the date hereof, whether or not such developments or amendments have retroactive effect. Nevertheless, since a new Greek income tax code was brought into force (by virtue of Greek Law 4172/2013, effective as of 1 January 2014, as amended from time to time) limited (if any) precedent or authority exists and there are still certain matters which have not, as at the date hereof, been clarified by the Greek tax administration. Further, non-Greek tax residents may have to submit a declaration of non-residence or produce documentation evidencing non-residence in order to claim any exemption under applicable tax laws of Greece.

Prospective purchasers of the Notes are advised to consult their own tax advisers as to the laws of Greece and other tax consequences of the purchase, ownership and disposal of the Notes.

A. Greek withholding tax

Payment of principal under the Notes

No Greek income tax will be imposed on payments of principal to any Noteholders in respect of the Notes.

Payments of interest on the Notes

Subject as described in "*Payments of interest on Listed Notes*" below, payments of interest on the Notes held by:

(a) Noteholders who neither reside nor maintain a permanent establishment in Greece for Greek tax law purposes ("**Non-Resident Noteholders**") will be subject to Greek withholding income tax at a flat rate of 15 per cent., which is made in respect of payments of interest to Non-Resident Noteholders by the relevant Issuer. Such withholding exhausts the tax liability of both individual and entity Non-Resident Noteholders. Further, such withholding is in each case subjected to the provisions of any applicable tax treaty for the avoidance of double taxation of income and the prevention of tax evasion (a "**DTT**") entered into between Greece and the jurisdiction in which such a Non-Resident Noteholder is a tax resident, subject to the submission of recent tax residence certificates or other evidence of non-residence; and

(b) Noteholders who either reside or maintain a permanent establishment in Greece for Greek tax law purposes ("**Resident Noteholders**") will be subject to Greek withholding income tax at a flat rate of 15 per cent., which is made in respect of payments of interest to Resident Noteholders by the relevant Issuer; otherwise, the interest payments will be taxed via the annual income tax return of the Resident Noteholders. This 15 per cent. withholding will, as a rule, exhaust the tax liability of Resident Noteholders who are natural persons (individuals), while it will not for other types of Resident Noteholders.

Payment of interest on Listed Notes

From 1 January 2020, for so long as the Notes are listed on a trading venue within the EU (which includes the regulated market of the Luxembourg Stock Exchange and the Euro MTF), or are listed on an organised stock market outside the EU which is supervised by a regulatory authority accredited by the International Organization of Securities Commissions (IOSCO) (the "**Listed Notes**"), interest income arising under the Listed Notes which is paid to:

(i) Non-Resident Noteholders, shall be exempt from Greek income and withholding tax; and

(ii) Resident Noteholders, shall be taxable in the manner which is mentioned above in respect of Resident Noteholders; however, the 15 per cent. Greek withholding income tax shall be made by a paying or other similar agent who either resides or maintains a permanent establishment in Greece for Greek tax law purposes, and not by the relevant Issuer.

B. Disposal of Notes – Capital Gains

Generally, taxable capital gain equals the positive difference between the consideration received from the disposal of Notes and the acquisition price of the same Notes. For these purposes, expenses directly linked to the acquisition or sale of the Notes are included in the acquisition or sale price.

Capital gains resulting from the transfer of the Notes and earned by:

(a) Non-Resident Noteholders who are natural persons (individuals) and tax residents in a jurisdiction with which Greece has entered into a DTT will not be subject to Greek income tax, provided they furnish appropriate documents evidencing that they are tax residents in such jurisdiction; in respect of Listed Notes, such documentation is furnished to the custodian of such Notes;

(b) Non-Resident Noteholders who are natural persons (individuals) but they are not tax residents in a jurisdiction with which Greece has entered into a DTT, will be subject to Greek income tax at a flat rate of 15 per cent. (Guidelines E. 2031/26.04.2023), except if they are acting in the context of an organised business or profession in which case income tax will be imposed according to the applicable tax rate scale which rises progressively to 44 per cent.; according to the Greek Ministry of Finance, if said Noteholder is a resident of a “non-cooperative” jurisdiction or state, the tax which is chargeable on the gain is payable before the transfer of the Notes via the filing of a special tax return; the procedure and the details for such filing have not been determined yet;

(c) Non-Resident Noteholders who are legal persons or other entities will not be subject to Greek income tax on the basis of the Greek domestic tax law provisions;

(d) Resident Noteholders who are natural persons (individuals) will be subject to Greek income tax at a flat rate of 15 per cent. (Guidelines E.2031/26.04.2023), except if they are acting in the context of an organised business or profession in which case income tax will be imposed according to the applicable tax rate which rises progressively to 44 per cent.;

(e) Resident Noteholders who are legal persons or other entities will be subject to Greek corporate tax, via the annual corporate tax return, currently at the rate of 22 per cent.; credit institutions which have submitted in the scope of the DTA Framework (for more information, see "*Regulation and Supervision – Deferred Tax Assets (DTAs)*") are taxed at 29 per cent.; and

(f) In case of an issue of notes, such as the Notes, under Greek Law 4548/2018 and article 14 of Greek Law 3156/2003, the gain resulting from the transfer of such Notes is exempt from income tax on the basis of the Greek domestic tax law provisions; such exemption is final in respect of Non-Resident Noteholders, as well as in respect of Resident Noteholders who are natural persons (individuals) or legal persons or other entities retaining single entry books; for Resident Noteholders retaining double entry books, said exemption operates as tax deferral.

The proposed financial transactions tax

On 14 February 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common financial transactions tax ("**FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**"). However, Estonia has since stated that it will not participate.

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006 are expected to be exempt.

Under the Commission's Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the Commission's Proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986 ("**FATCA**"), a "**foreign financial institution**" (as defined by FATCA) may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting or related requirements. The Issuers are foreign financial institutions for these purposes. A number of jurisdictions (including the UK and Greece) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as Notes, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. federal register and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal income tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are filed with the U.S. Federal Register generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date (including by reason of a substitution of an Issuer). However, if additional Notes (as described under Condition 16) that are not distinguishable from previously issued Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Noteholders should consult their own tax advisers regarding how these rules may apply to their investment in Notes.

SUBSCRIPTION AND SALE

The Dealers have, in a programme agreement (as may be amended, supplemented and/or restated from time to time, the "**Programme Agreement**") dated 21 July 2023, agreed with the Issuers a basis upon which they or any of them may from time to time agree to subscribe for Notes. Any such agreement will extend to those matters stated under "*Form of the Notes*" and "*Terms and Conditions of the Notes*" above. In the Programme Agreement, the Issuers have agreed to reimburse the Dealers for certain of their expenses in connection with the update of the Programme and the issue of Notes under the Programme.

United States

The Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act.

The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder. The applicable Pricing Supplement will identify whether the TEFRA C rules ("**TEFRA C**") or TEFRA D rules ("**TEFRA D**") apply or whether TEFRA is not applicable.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer, sell or deliver Notes (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of all the Notes of the Tranche of which such Notes are a part within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S of the Securities Act and it will have sent to each distributor, dealer or person receiving a selling concession, fee or othe remuneration that purchases Notes from it during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

In addition, until 40 days after the commencement of the offering of any Series of Notes, an offer or sale of such Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

Prohibition of Sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the EEA. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

    (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

(ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

(iii) not a qualified investor as defined in the Prospectus Regulation; and

(b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Member State of the EEA, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Notes to the public in that Member State:

(a) *Qualified investors*: at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(b) *Fewer than 150 offerees*: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the relevant Issuer for any such offer; or

(c) *Other exempt offers*: at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in paragraphs (a) to (c) above shall require the relevant Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision the expression an "**offer of Notes to the public**" in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the UK. For the purposes of this provision:

(c) the expression "**retail investor**" means a person who is one (or more) of the following:

(i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; or

(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR; or

(iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and

(d) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the UK, except that it may make an offer of such Notes to the public in the UK:

(a) *Qualified investors*: at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;

(b) *Fewer than 150 offerees*: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the UK subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the relevant Issuer for any such offer; or

(c) *Other exempt offers*: at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Notes referred to in paragraphs (a) to (c) above shall require the relevant Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision:

- the expression an "**offer of Notes to the public**" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and
- the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(a) *No deposit taking*: in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the relevant Issuer;

(b) *Financial promotion*: it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the relevant Issuer; and

(c) *General compliance*: it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**FIEA**") and each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Republic of France

Each of the Dealers and the Issuers represents and agrees that it undertakes to comply with applicable French laws and regulations in force regarding the offer, the placement or the sale of the Notes and the distribution in France of the Offering Circular or any other offering material relating to the Notes.

Republic of Italy

The offering of the Notes has not been registered pursuant to Italian securities legislation and, accordingly, no Notes may be offered, sold or delivered, nor may copies of the Offering Circular or of any other document relating to any Notes be distributed in Italy, except:

(i) to qualified investors (*investitori qualificati*), as defined pursuant to Article 2 of the Prospectus Regulation and any applicable provision of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and Italian *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") regulation; or

(ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation and Article 34-ter of Regulation No. 11971 of 14 May 1999, as amended from time to time, and the applicable Italian laws.

Any offer, sale or delivery of the Notes or distribution of copies of the Offering Circular or any other document relating to the Notes in the Republic of Italy under paragraphs (i) or (ii) above must be:

(a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the "**Banking Act**"); and

(b) in compliance with any other applicable laws and regulations or requirements imposed by CONSOB, the Bank of Italy (including the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority.

Greece

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has complied and will comply with: (i) the provisions described above in this section under "*Prohibition of Sales to EEA Retail Investors*"; (ii) all applicable provisions of the Prospectus Regulation and the relevant provisions of Greek Law 4706/2020 as in force from time to time; (iii) all applicable provisions of Greek Law 4548/2018 as in force from time to time; (iv) all applicable provisions of Greek Law 4514/2018 as in force from time to time, which transposed into Greek law MiFID II (including without limitation the provisions of article 16 par. 3 of Greek Law 4514/2018) as well as any regulation or rules made thereunder, as supplemented and amended from time to time, with respect to anything done in relation to the offering of the Notes in, from or otherwise involving the Hellenic Republic; and (v) the Bank of Greece Executive Committee Act No. 147/27.07.2018 and the HCMC Decision No. 1/808/7.2.2018, as amended, implementing in Greece MiFID II Delegated Directive (EU) 2017/593.

General

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has complied and will (to the best of its knowledge and belief having made all due and proper enquiries) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes this Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuers nor any other Dealer shall have any responsibility therefor.

Neither of the Issuers nor any of the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

GENERAL INFORMATION

Authorisation

The update of the Programme and the issue of Notes by Alpha Holdings have been duly authorised by resolutions of the Board of Directors of Alpha Holdings dated 25 May 2023. The update of the Programme and the issue of Notes by Alpha Bank have been duly authorised by resolutions of the Board of Directors of Alpha Bank dated 25 May 2023.

Listing and Admission to Trading

Application has been made to the Luxembourg Stock Exchange to approve this Offering Circular in respect of Alpha Holdings and Alpha Bank. Application has also been made to the Luxembourg Stock Exchange for Notes issued under the Programme to be admitted to trading on the Euro MTF and to be listed on the Official List of the Luxembourg Stock Exchange.

Documents Available

For so long as any Notes are listed on the Luxembourg Stock Exchange and, in any event, for the period of 12 months following the date of this Offering Circular, copies of the following documents will, when published, be available for inspection free of charge at the registered office of the Issuers and at https://www.alphaholdings.gr/en/investor-relations:

(i) the constitutional documents of Alpha Holdings and Alpha Bank (in English);

(ii) the Agency Agreement, the Deed of Covenant, the forms of the temporary global Notes, the permanent global Notes, the Notes in definitive form, the Coupons and the Talons;

(iii) a copy of this Offering Circular; and

(iv) any future offering circulars, prospectuses, information memoranda and supplements to this Offering Circular, each Pricing Supplement and any other documents incorporated herein or therein by reference.

In addition, this Offering Circular, any Pricing Supplements (in relation to Notes to be listed on the Luxembourg Stock Exchange), the documents incorporated by reference into this Offering Circular and any notices published in Luxembourg in accordance with Condition 13 may be available in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com).

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The appropriate Common Code and ISIN for each Tranche allocated by Euroclear and Clearstream, Luxembourg will be specified in the applicable Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system the appropriate information will be specified in the applicable Pricing Supplement.

The issue price and the amount of the relevant Notes will be determined before filing of the applicable Pricing Supplement in respect of each Tranche, based on then prevailing market conditions.

The address of Euroclear is 1 Boulevard du Roi, Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg. The address of any alternative clearing system will be specified in the applicable Pricing Supplement.

Yield

In relation to any Tranche of Fixed Rate Notes, an indication of the yield in respect of such Notes will be specified in the applicable Pricing Supplement. The yield is calculated at the Issue Date of the Notes on the basis of the relevant Issue Price. Unless otherwise indicated in the relevant Pricing Supplement the yield indicated will be calculated as the yield to maturity as at the Issue Date of the Notes and will not be an indication of future yield.

Material Change and Significant Change

There has been no material adverse change in the prospects of either Issuer or the Group since 31 December 2022, and no significant change in the financial position of either Issuer or the Group since 31 March 2023.

Litigation

Subject as disclosed under "*Risk Factors – Risks relating to the Group – Risks relating to the Group's business – Litigation risk*", neither Issuer nor any other member of the Group is or has been, in the last twelve months, involved in any governmental, legal or arbitration, proceedings (and, so far as the Issuers are aware, no such proceedings are pending or threatened) which may have, or have had, a significant effect on their financial position or profitability.

Auditors

The current statutory auditors of each of the Issuers are Deloitte Certified Public Accountants S.A. ("**Deloitte**"), whose registered address is 3a Fragkoklissias & Granikou Str., GR-151 25 Maroussi, Athens, Greece. Deloitte is a member of the Body of Certified Public Accountants of Greece (SOEL) and is also registered with the Public Company Accounting Oversight Board (PCAOB) and Hellenic Accounting and Auditing Oversight Board (ELTE). Deloitte has no material interest in either Issuer.

Deloitte's reports on (i) Alpha Holdings' 31 December 2021 and 31 December 2022 consolidated and separate financial statements and (ii) Alpha Bank's 31 December 2021 and 31 December 2022 consolidated and separate financial statements, prepared, in each case, in accordance with IFRS as adopted by the European Union, were not qualified.

The annual financial reports of Alpha Holdings and Alpha Bank for the financial years ended 31 December 2022 and 31 December 2021 were, in each case, prepared in accordance with IFRS as adopted by the European Union.

Dealers transacting with the Issuers

Certain of the Dealers and their affiliates (including their parent companies) have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may provide services to, the Issuers and their affiliates in the ordinary course of business. In addition, in the ordinary course of their business activities, the Dealers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuers or the Issuers' affiliates. Certain of the Dealers or their affiliates that have a lending relationship with the Issuers routinely hedge their credit exposure to the Issuers consistent with their customary risk management policies. Typically, such Dealers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially any Notes issued under the Programme. Any such short positions could adversely affect future trading prices of Notes issued under the Programme. The Dealers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. For the avoidance of doubt, the term "affiliates" also includes parent companies.

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