



ALPHA BANK

CORPORATE GOVERNANCE STATEMENT

for the year 2019

A. GENERAL PROVISIONS

Pursuant to the provision of article 152 par. 1 of Law 4548/2018, the Annual Management Report of the Board of Directors of Alpha Bank (hereinafter the “Bank”) includes the Corporate Governance Statement for the year 2019. The reference date of the Corporate Governance Statement is 31.12.2019.

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

B. CORPORATE GOVERNANCE CODE AND PRACTICES

1. The Corporate Governance Code

The Bank operates within the framework of the Alpha Bank Corporate Governance Code, which is posted on its website (<https://www.alpha.gr/en/group/corporate-governance>).

Effective Corporate Governance constitutes an expressed goal of the Bank, which is constantly pursued. In particular, the Corporate Governance Code as well as the Corporate Governance practices which are implemented by the Bank are in accordance with the requirements of the relevant legislative, supervisory and regulatory framework, both of the European Union and of Greece, and with the international best practices in Corporate Governance. They aim at increasing the long-term economic value of the Bank, taking into consideration the interests of the Shareholders, those transacting with the Bank, the Employees and other Stakeholders. The Bank complies with the legislation requirements for corporate governance pertaining to listed companies, the special legislation of the Hellenic Financial Stability Fund (HFSF) and the provisions applied to credit institutions pursuant to European Union and Greek law as well as with the guidelines issued by the European Banking Authority (EBA), the European Securities and Markets Authority (ESMA) and the European Central Bank (ECB) on this thematic area.

The said practices are taken into account in the Bank’s Corporate Governance Code, which sets the framework and guidelines for the governance of the Bank as well as in the policies and the procedures applied by the Bank pertaining to corporate governance issues, such as, indicatively, conflict of interests, related parties, remuneration, nomination of candidate Members of the Board of Directors and the operation of the Committees of the Board of Directors.

The Board of Directors, with the assistance of the Corporate Governance and Nominations Committee, is responsible for the revision of the Corporate Governance Code.

The Alpha Bank Corporate Governance Code defines the duties and allocates responsibilities among the Board of Directors, its Committees, the Executive Committee and the other Committees of the Bank, regulates issues pertaining to the composition, the operation and the evaluation of the Board of Directors, the obligations of its Members, issues pertaining to the General Meeting of Shareholders as well as issues pertaining to the Internal Control System of the Bank. The principles on which the Corporate Governance Code is based correspond to four concepts:

- a. responsibility of the Bank’s leaders;
- b. accountability to the Board of Directors and the Bank’s Shareholders;
- c. fairness towards all of the Bank’s Stakeholders; and
- d. transparency in the relationship between the Bank’s leadership and the Board of Directors as well as the Bank and its Shareholders and Regulators.

The Corporate Governance Code of the Bank stipulates expressly the distinguished responsibilities of the Chair of the Board of Directors, the Vice Chair (if such a position has been filled) and the Chief Executive Officer (the “CEO”). The Bank complies with the Corporate Governance Code and provides explanations in case it deviates from the relevant provisions. The Bank did not deviate from the Corporate Governance Code in 2019.

The Bank has always been implementing principles of Corporate Governance, enhancing transparency in communication with the Bank’s Shareholders and keeping investors promptly and continuously informed. In this context, the Bank has adopted the following modifications, prior to their establishment as regulatory and legal requirements: the separation of the Chair’s duties from those of the CEO and the establishment of the Audit Committee of the Board of Directors.

The Bank constantly enhances the corporate governance framework it applies by adopting practices and measures beyond those defined in the relevant legislation, such as a larger number of Non-Executive Independent Members of the Board of Directors, adopting additional independence criteria to be fulfilled by the Non-Executive Independent Members than those provided for in the relevant legislation, the establishment of monthly meetings of the Audit Committee of the Board of Directors and the Risk Management Committee of the Board of Directors as well as the establishment of joint meetings of the Audit Committee with the Risk Management Committee.

Furthermore, the Board of Directors regularly examines corporate governance issues. During 2019 it revised the Charters of all Board of Directors’ Committees in order for them to be fully aligned with the relevant regulatory framework and with the most recent best practices of corporate governance. Each Committee has been assigned with explicitly defined and distinct responsibilities.

2. Code of Ethics

Additionally, the Bank has adopted a Code of Ethics for the performance of duties with the purpose to implement the standards required by modern corporate governance and effective Internal Audit.

All the activities of the Bank ultimately aim to its growth and prosperity and are governed by principles enforced by ethics and laws such as:

- Integrity and honesty
- Objectivity and independence
- Discretion and confidentiality
- Disciplined and reasonable risk taking
- Transparency

Specifically, the Code describes the commitments and the practices of the Bank regarding its activities, the management, the rules of conduct of Executives and Employees towards each other, but also towards those transacting with the Bank and towards the Shareholders. The said Code, as in force, is posted on the Bank’s website (<https://www.alpha.gr/en/group/corporate-governance/code-of-ethics>).

3. Group Companies’ Corporate Governance

The Bank, in accordance with the best practices of corporate governance and aiming to further enhance the collaboration within the Group, has launched a series of meetings between the Members of the Board of Directors of the Bank and Board Members and representatives of the Group Companies. In these meetings important issues of mutual interest are discussed and the necessary guidance is provided. In particular, a visit to Cyprus took place on 19.4.2019 on the subject of the NPL and NPE portfolios of Cyprus, with the

participation of the Member of the Risk Management Committee, Mr. R.R. Gildea, of Executives of the Bank as well as of Executives of Alpha Bank Cyprus Ltd.

During 2019, the Bank conducted a review of Policies relevant to the Corporate Governance practices implemented by Group Companies. Following a thorough gap analysis, the Group Companies' Policies relevant to the Corporate Governance practices were fully aligned with legal and regulatory requirements, EBA guidelines as well as with Alpha Bank's corporate governance practices.

4. 2019 Highlights

During 2019 the Bank updated the Articles of Incorporation, established a Remuneration Policy as per the provisions of articles 110 and 111 of Law 4548/2018 which incorporated into Greek law the relevant provisions of the Shareholders Rights Directive and updated the Senior Executives Severance Payment Policy which applies to the Senior Executives and Managers of Alpha Bank. The aforementioned documents were approved by the Extraordinary General Meeting of Shareholders held on 20.11.2019 and are posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance>).

Furthermore, the positions of General Manager of International Network and of General Manager - Chief Legal and Governance Officer were established early in the year.

- The General Manager of International Network is assigned with the supervision of the Group's Banks and Branch abroad as well as of the Functional Area "International Activities Support". Mr. Sergiu Oprescu, the Executive President of Alpha Bank Romania S.A., was appointed General Manager of International Network on 11.2.2019.
- The General Manager - Chief Legal and Governance Officer is assigned with the supervision of the Legal Services Units, the Compliance Division, the Secretariat of the Board of Directors and the Group Data Protection Officer. Mr. Nikolaos Salakas was hired and appointed General Manager - Chief Legal and Governance Officer on 1.3.2019.

Additionally, at the Board of Directors meeting held on 19.11.2019 it was resolved that as of 2.12.2019 the Board of Directors' powers and authorities, other than for matters requiring, according to applicable law, a collective decision, are delegated exclusively to the CEO with the power to further sub-delegate such powers and authorities. Moreover, the position of the Deputy CEO was abolished and any power previously granted to the Deputy CEOs was hereby revoked. Finally, Mr. Demetrios Mantzounis resigned from the position of Non-Executive Member of the Board of Directors on 31.12.2019.

5. 2020 Goals

The main Corporate Governance goals for 2020 include but are not limited to those presented below:

- Further enhancement of the Board of Directors' independence through the appointment of two additional Non-Executive Independent Members.
- Enhancement of gender diversification at the Board of Directors.
- Provision of further specialized training for the Members of the Board of Directors.
- Review of the Bank's Corporate Governance documents.

C. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

1. Internal Control System

The Internal Control System, on which the Bank places great emphasis, comprises control mechanisms and procedures relating to all the activities of the Bank, aiming at its effective and secure operation.

The Internal Control System is designed to ensure:

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

The internal control system is structured along three lines of defense: the business and operational or support units (first line); the risk management and compliance functions (second line) and the internal audit function (third line).

The Bank has established an Audit Committee, which is responsible for the monitoring of financial reporting processes, the effective operation of the internal control and risk management systems as well as for the supervision and monitoring of the statutory audit and of the issues pertaining to the objectivity and independency of the Statutory Certified Auditors. The Audit Committee cooperates with the Risk Management Committee regarding the oversight of certain key areas of risk and capital management and their repercussions on the Internal Control System.

The specific duties and responsibilities of the Audit Committee are determined in its Charter which was amended in December 2019 and is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

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

- a. On a continuous basis through the review of audits conducted by the Internal Audit Division at a Group level and the activity performed by the Compliance Division.

The audit plan of the Internal Audit Division is based on the prioritization of the audited areas by appropriate risk assessment techniques. In addition, any requests or decisions of the Audit Committee or Bank Management, along with regulatory framework requirements and significant developments in the internal and external context are taken into account.

The Audit Committee of the Board of Directors reviews the audit plan and recommends its approval by the Board of Directors and is updated at least every quarter on the implementation thereof, the main conclusions of the audits and the implementation of the audit recommendations as well as on the compliance with the regulatory framework.

- b. On an annual basis by the Audit Committee of the Board of Directors, on the basis of the relevant data and information from the Internal Audit Division, the Compliance Division and the Risk Management Division as well as on the basis of the findings and observations from the External Auditors and the Regulatory Authorities.

In 2019, the Audit Committee evaluated the Internal Control System (ICS) of the Bank for 2018, in accordance with the Bank of Greece Governor's Act 2577/2006, as in force and

submitted to the Bank of Greece its assessment report on the adequacy and effectiveness of the ICS of the Alpha Bank Group.

The Audit Committee reviews annually the organization, independence and capacity of the Internal Audit Division and the Compliance Division and acquires a full understanding of the Risk Management Division through the participation of some of its Members in the Risk Management Committee. The Audit Committee supervises the selection process of the Head of Internal Audit and assists the Remuneration Committee regarding his/her remuneration.

c. Every three years by External Auditors, other than the statutory auditor: these are highly experienced individuals in the field of internal audit (external auditors or special advisors), who are independent of the Group.

The Audit Committee determines the criteria and the selection procedures for the statutory auditor by submitting a relevant recommendation to the Board of Directors, which should include at least two possible choices for the audit engagement and a duly justified preference for one of them, in accordance with article 16 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014.

This supports the specific policies and procedures adopted by the Board of Directors in order to formulate a recommendation for the General Meeting of Shareholders with regard to the election of the statutory auditor, intended to ensure the independence and quality of the statutory auditor of the financial statements of the Group.

Furthermore, the Audit Committee monitors the activity and performance of the statutory auditor responsible for the audit of the annual consolidated financial statements, taking into account any findings and conclusions of the competent authority, in accordance with article 26 par. 6 of Regulation (EU) No 537/2014.

The Bank has in place Policies and Procedures for the preparation of the financial statements and the recognition of financial events, in accordance with the current legislation and the accounting standards in force, as defined in the International Financial Reporting Standards (IFRS), that have been adopted by the European Union, pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002. One of the prime procedures of the Bank in order to ensure control effectiveness and prevent errors and fraud is the segregation of duties and the four-eye principle, based on shared responsibilities of key processes to more than one persons or Divisions and approval of certain activities by at least two people.

The accounting system of the Bank and the Group is supported by appropriate IT systems which have been adapted to the business requirements of the Bank and the requirements of the accounting standards. In order to minimize IT risks, the Bank has designed and implemented strong IT Security Controls for avoiding unauthorized access, for omissions of errors during access management and for compliance with regulatory requirements and standards.

Control and accounting reconciliation procedures have been established in order to ensure the correctness and the legitimacy of the entries in the accounting books as well as the completeness and validity of the financial statements.

The Audit Committee of the Board of Directors provides oversight over the financial reporting processes and procedures resulting in the drafting of the interim and the annual financial statements of the Bank, in accordance with the current audit standards, and reviews the reports of the statutory auditor as regards results and findings, informing accordingly the Board of Directors about the statutory auditor report conclusions and the additional report foreseen by the current legislation as well as the Audit Committee's activity in relation to the said process.

The Audit Committee meets jointly with the Risk Management Committee in order to review the quarterly financial statements of the Bank and the Group and endorse the approval thereof by the Board of Directors.

Finally, the Audit Committee monitors the independence of statutory auditors, in accordance with the laws in force, and, in particular, as regards the provision of non-audit services to the Bank and the Group.

2. Risk Management

The Bank places great emphasis on the identification, measurement and monitoring of all types of risks. Under the leadership of the Group Chief Risk Officer (CRO), who is a General Manager, an Executive Committee Member and a rapporteur to the Risk Management Committee, the Risk Management Unit (RMU) has developed an adequate structure to facilitate the implementation of the Risk Management Framework across the Group. The RMU exercises effective, functional oversight of risk management across the Group legal entities.

Alpha Bank's Risk Management Framework is based on an extensive set of risk policies. The most important policy underpinning this framework is the Risk and Capital Strategy. This policy outlines the Risk Appetite Framework and creates linkages to strategy and the capital allocation processes.

The Bank has an array of executive-level risk management committees addressing the various key risk types.

Focusing on credit risk, at the highest level, there is the Credit Risk Committee (CRC), responsible for reviewing policies, manuals and models relating to credit risk. It also reviews presentations regarding the evolution of credit risk portfolio trends.

On the market and liquidity risk side, the highest-level committee is the Assets-Liabilities Management Committee (ALCo), which is actively supported by a sub-committee called the Treasury and Balance Sheet Management Committee (TBSCo). The TBSCo examines and submits recommendations to the ALCo on capital structure, interest rate policy, market risk limits, interest rate limits, liquidity risk limits, internal pricing rules, investment portfolios and the financing policy for the Bank/Group. The TBSCo effectively implements the decisions that the ALCo validates.

The Operational Risk Committee is responsible for the maintenance and the ongoing development of the operational risk framework, including the operational risk measurement and reporting processes. The Committee monitors the risk appetite for operational risk that articulates the nature, types and levels of operational risks that the Bank is willing to assume.

The Troubled Assets Committee (TAC) reviews issues related to troubled assets managed by the Non-Performing Loans Divisions under the supervision of the General Manager of Non-Performing Loans and Treasury Management, in order to achieve the operational targets for the reduction of the NPE stock.

The TAC dashboard is also reviewed and monitored by the CRC.

The Bank has fully complied with the provisions of the institutional framework with respect to its troubled assets. The Risk Management Committee, a Committee of the Board of Directors as described below, provides oversight of all the areas of Risk Management of the Bank.

The Audit Committee and the Risk Management Committee review the financial statements of the Bank and the Group in a joint session every quarter and propose to the Board of Directors the approval thereof. Moreover, they review operational risk issues.

D. SHAREHOLDERS

1. General Meeting of Shareholders

The General Meeting of Shareholders is the supreme governing body of the Bank and resolves on all corporate affairs, in accordance with the applicable legislation. The resolutions of the General Meeting, which are in accordance with the applicable law, shall be binding upon absent and dissenting Shareholders as well.

During 2019 two General Meetings of Shareholders were held.

On 28.6.2019 the annual Ordinary General Meeting of Shareholders of Alpha Bank was held and was attended (in person or by proxy) by Shareholders representing 59.26% of the voting share capital of the Bank, excluding the shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010, as in force).

All the items of the agenda were approved by the Ordinary General Meeting of Shareholders. The said items were the following:

1. Approval of the Annual and Consolidated Financial Statements of the financial year 2018 (1.1.2018 - 31.12.2018), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.
2. Approval, as per article 108 of Law 4548/2018, of the overall management for the financial year 2018 (1.1.2018 - 31.12.2018) and discharge of the Statutory Certified Auditors for the financial year 2018, in accordance with article 117 of Law 4548/2018.
3. Approval of the Members of the Board of Directors' remuneration for the financial year 2018 (1.1.2018 - 31.12.2018).
4. Approval, in accordance with article 109 of Law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2019 (1.1.2019 - 31.12.2019).
5. Election of Statutory Certified Auditors for the financial year 2019 (1.1.2019 - 31.12.2019) and approval of their remuneration.
6. Announcement on the election of a new Member of the Board of Directors.
7. Granting of authority, in accordance with article 98 of Law 4548/2018, to Members of the Board of Directors and the General Management as well as to Managers to participate in the boards of directors or in the management of companies having purposes similar to those of the Bank.

On 20.11.2019 the Extraordinary General Meeting of Shareholders of Alpha Bank was held. With regard to item 1 of the agenda, the Meeting was attended (in person or by proxy) by Shareholders representing 61.94% of the voting share capital of the Bank, including the shares issued in favor of the HFSF, while with regard to items 2 and 3 of the agenda, it was attended, (in person or by proxy), by Shareholders representing 57.25% of the voting share capital of the Bank, excluding the shares issued in favor of the HFSF.

All the items of the agenda were approved by the Extraordinary General Meeting of Shareholders. The said items were the following:

1. Adjustment of the Bank's Articles of Incorporation to the provisions of Law 4548/2018, pursuant to article 183 par. 1 of the said Law.
2. Approval of the Remuneration Policy as per the provisions of Law 4548/2018.
3. Amendment of the Senior Executives Severance Payment Policy.

The Resolutions adopted at the Ordinary General Meeting of Shareholders and at the Extraordinary General Meeting of Shareholders of 2019 are posted on the Bank's website (<https://www.alpha.gr/en/group/investor-relations/general-meetings>).

2. Communication with Shareholders, Investor Roadshows and Corporate Governance Meetings

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

The Bank enhances its relations with proxy advisors and institutional investors who focus on corporate governance, providing them, where necessary, with further information so as to facilitate their decision-making process on corporate governance matters of the Bank in view of the General Meetings of Shareholders.

In particular, given the increasing interest of institutional investors and proxy advisors on corporate governance issues, bilateral meetings were held throughout the year with representatives from proxy advisors, analysts and investors.

Through this initiative, the Bank enhanced relations with stakeholders who focus on corporate governance, providing them, where necessary, with further information so as to assist their decision-making process, leading to further improving the Bank's corporate governance scores, while also facilitating their voting recommendations on governance matters in view of the upcoming General Meetings of Shareholders.

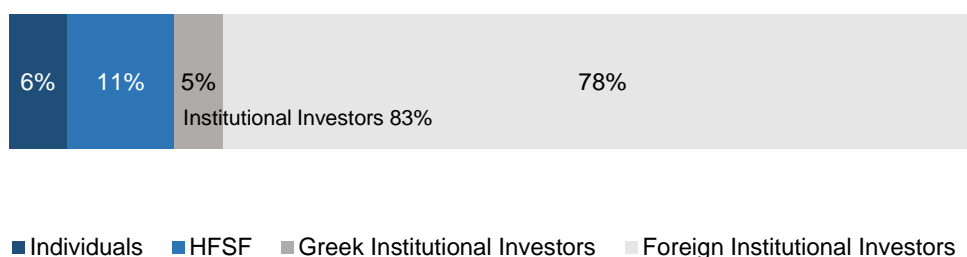
Following these meetings, the Bank enhanced the information provided in the ISS database. As a result, the Bank's ISS rating during 2019 regarding governance has improved from 9 to 6 (1 being the best score).

In order to ensure the reliable, secure and broad dissemination of institutional information to its Shareholders, the Bank declares the "Officially Appointed Mechanism for the Central Storage of Regulated Information" of the Hellenic Exchanges S.A. (HELEX), which is currently managed by the Athens Exchange and operates through the "HERMES" communication system, in accordance with the Athens Exchange Rulebook (www.helex.gr), as the means of disclosure of regulated information and information provided by law to its Shareholders before the General Meeting. Through this disclosure, the prompt and non-discriminatory access to the relevant information is made available to the general public and particularly to the Shareholders, given that the above System, as recognized by law, is considered reliable for the effective dissemination of information to the investing public and meets the national and European range requirements of the law.

3. Shareholder Structure

Alpha Bank's shareholder base, on 31.12.2019, includes approximately **112,000** investors.

The breakdown of Alpha Bank shareholders on 31.12.2019 was, for descriptive (non-regulatory) purposes, as follows:



Alpha Bank shareholders, excluding the Hellenic Financial Stability Fund (“HFSF”), hold 1,374,525,214 voting shares of the Bank. On top of the above, the HFSF holds 169,174,167 common, registered, voting, dematerialized shares. The exercise of the voting rights of the HFSF shares is subject to restrictions, according to article 7a of Law 3864/2010.

E. BOARD OF DIRECTORS AND COMMITTEES

1. Board of Directors

Chair

[Vasileios T. Rapanos \(Non-Executive Member\)](#)

He was born in Kos in 1947. 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. He studied Business Administration at the Athens School of Economics and Business (1975) and holds a Master’s in Economics from Lakehead University, Canada (1977) and a PhD from Queen’s University, Canada. He was Deputy Governor and Governor of the Mortgage Bank (1995-1998), Chairman of the Board of Directors of the Hellenic Telecommunications Organization (1998-2000), Chairman of the Council of Economic Advisors at the Ministry of Economy and Finance (2000-2004), and Chairman of the Board of Directors of the National Bank of Greece and the Hellenic Bank Association (2009-2012). He has been the Chair of the Board of Directors of the Bank since May 2014.

Executive Members

CEO

[Vassilios E. Psaltis \(CEO as of 2.1.2019\)](#)

He was born in Athens in 1968 and holds a PhD and an MBA from the University of St. Gallen in Switzerland. He has worked as Deputy (acting) Chief Financial Officer at Emporiki Bank and at ABN AMRO Bank’s Financial Institutions Group in London. 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. He was voted seventh best CFO among European banks (2014 and 2018) by institutional investors and analysts in the Extel international survey. He has been a Member of the Board of Directors of the Bank since November 2018 and Chief Executive Officer since January 2019.

General Managers

[Spyros N. Filaretos](#)

He was born in Athens in 1958. He studied Economics at the University of Manchester and at the University of Sussex. He joined the Bank in 1985. He was appointed Executive General Manager in 1997 and General Manager in 2005. In October 2009 he was appointed Chief Operating Officer (COO). He has been a Member of the Board of Directors of the Bank since 2005.

[Artemios Ch. Theodoridis](#)

He was born in Athens in 1959. He studied Economics at the Athens University of Economics and Business and holds an MBA from the University of Chicago. He joined the Bank as Executive General Manager in 2002 and was appointed General Manager in 2005. As of 2017, he has been supervising the Non-Performing Loans and the Treasury Business Units. He has been a Member of the Board of Directors of the Bank since 2005.

Senior Advisor to the CEO

[George C. Aronis \(Executive Member until 31.1.2020\)](#)

He was born in Athens in 1957. He studied Finance and holds an MBA from the Athens Laboratory of Business Administration. He has worked in ABN AMRO BANK both in Greece and abroad and he served for five years as General Manager Consumer Banking. In 1999 he joined the National Bank of Greece Group and served in managerial positions and in 2002 he was appointed General Manager Retail Banking. He joined Alpha Bank in 2004 as Retail Banking Manager. In 2006 he was appointed Executive General Manager and in 2008 General Manager, supervising the Retail and Wholesale Banking Business Units. He was a Member of the Board of Directors of the Bank from 2011 to January 2020.

Non-Executive Members

[Efthimios O. Vidalis](#)

He was born in 1954. He holds a BA in Government from Harvard University and an MBA from the Harvard Graduate School of Business Administration. 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 and was the Chairman thereof from 2008 to 2016. He is a non-executive member of the Board of Directors of TITAN CEMENT COMPANY S.A. and Fairfield-Maxwell Ltd (U.S.A.). He has been a Member of the Board of Directors of the Bank since May 2014.

[Demetrios P. Mantzounis \(CEO until 2.1.2019 and Non-Executive Member until 31.12.2019\)](#)

He was born in Athens in 1947. He studied Political Sciences at the University of Aix-Marseille. He joined the Bank in 1973. In 2002 he was appointed General Manager and from 2005 to 2018 he served as Managing Director. Based on the annual international survey conducted by Extel, he was voted among the 20 best CEOs of European banks at a Pan-European level in 2014, 2016 and 2018. Moreover, based on the same survey, he was voted Best CEO in Greece in 2014 and in 2016 and Second Best CEO in Greece in 2018. He was a Member of the Board of Directors of the Bank from 1995 to 2019.

Non-Executive Independent Members

[Jean L. Cheval](#)

He was born in Vannes, France in 1949. He studied Engineering at the École Centrale des Arts et Manufactures, while he holds a DES (Diplôme d'Études Spécialisées) in Economics (1974) from the University of Paris I. 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 INDOSUEZ (1983-2001), wherein he held various senior management positions. He served as CEO and then as Chairman of the Banque Audi France (2002-2005), while he was Head of France at the Bank of Scotland (2005-2009). As of 2009 he has been working at Natixis in various senior management positions. He is currently a member of the Board of Directors of HIME-SAUR, France and of EFG-Hermès, Egypt. He has been a Member of the Board of Directors of the Bank since June 2018.

[Carolyn G. Dittmeier](#)

She was born in 1956. She holds a BSc in Economics from the Wharton School of the University of Pennsylvania. She is a statutory auditor, a certified public accountant, a certified internal auditor and a certified risk management assurance professional focusing on the audit and risk management sectors. She commenced her career at the auditing and consulting firm KPMG and subsequently assumed managerial responsibilities in the Montedison Group as Financial Controller and later as Head of Internal Audit. Subsequently, she took on the role of Chief Internal Audit Executive of the Poste Italiane Group. She has carried out various professional and academic activities focusing on risk and control governance and has written two books. She was Vice Chair and Director of the Institute of Internal Auditors (IIA), Chair of the European Confederation of Institutes of Internal Auditing (ECIIA) and Chair of the Italian Association of Internal Auditors. Furthermore, she served as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA as well as of Italmobiliare SpA. She is currently President of the Statutory Audit Committee of Assicurazioni Generali SpA and a member of the Boards and/or the Audit Committees of some non-financial privately held companies. She has been a Member of the Board of Directors of the Bank since January 2017.

[Richard R. Gildea](#)

He was born in 1952. He holds a BA in History from the University of Massachusetts (1974) and an MA in International Economics, European Affairs from the Johns Hopkins University School of Advanced International Studies (1984). He served in JP Morgan Chase 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), as well as Senior Credit Officer in EMEA Emerging Markets, London (2003-2007). From 2007 to 2015 he was Senior Credit Officer for JP Morgan's Investment Bank Corporate Credit in EMEA Developed Markets, London and was appointed Senior Risk Representative to senior committees within the Investment Bank. He is currently a member of the Board of Advisors 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 and of the International Institute of Strategic Studies, London. He has been a Member of the Board of Directors of the Bank since July 2016.

[Shahzad A. Shahbaz](#)

He was born in 1960. He holds a BA in Economics from Oberlin College, Ohio, U.S.A. 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). He is currently the Group CIO of Al Mirqab Holding Co. He has been a Member of the Board of Directors of the Bank since May 2014.

[Jan A. Vanhevel](#)

He was born in 1948. He studied Law at the University of Leuven (1971), Financial Management at Vlekho (Flemish School of Higher Education in Economics), Brussels (1978) and Advanced Management at INSEAD (The Business School for the World), Fontainebleau. He joined Kredietbank in 1971, which became KBC Bank and Insurance Holding Company in 1998. He acquired a Senior Management position in 1991 and joined the Executive Committee in 1996. In 2003 he was in charge of the non-Central European branches and subsidiaries, while in 2005 he became responsible for the KBC subsidiaries in Central Europe and Russia. In 2009 he was appointed CEO and implemented the Restructuring Plan of the group until 2012, when he retired. From 2008 to 2011 he was President of the Fédération belge du secteur financier (Belgian Financial Sector Federation) and a member of the Verbond van Belgische Ondernemingen (Federation of Enterprises in Belgium), while he has

been the Secretary General of the Institut International d'Études Bancaires (International Institute of Banking Studies) since May 2013. He was also a member of the Liikanen Group on reforming the structure of the EU banking sector. Currently, he is a Board member of two private industrial multinational companies and of a private equity company. He has been a Member of the Board of Directors of the Bank since April 2016.

Non-Executive Member

(Pursuant to the provisions of Law 3864/2010)

[Johannes Herman Frederik G. Umbgrove](#)

He was born in Vught, the Netherlands in 1961. He holds an LL.M. in Trade Law (1985) from Leiden University and an MBA from INSEAD (The Business School for the World), Fontainebleau (1991). He worked at ABN AMRO Bank N.V. (1986-2008), wherein he held various senior management positions throughout his career. He served as Chief Credit Officer Central and Eastern Europe, Middle East and Africa (CEEMEA) of the Global Markets Division at The Royal Bank of Scotland Group (2008-2010) and as Chief Risk Officer and member of the Management Board at Amsterdam Trade Bank N.V. (2010-2013). From 2011 until 2013 he was Group Risk Officer at Alfa Bank Group Holding and as of 2014 he has been a Risk Advisor 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 thereof. Furthermore, he has been a Member of the Supervisory Board of Lloyds Bank GmbH since December 2019. He has been a Member of the Board of Directors of the Bank, representing the Hellenic Financial Stability Fund, since April 2018.

Secretary

[George P. Triantafyllides](#)

He was born in Athens in 1963. He holds a BSc from Oregon State University. He has served as a Naval Officer in the United States Navy. He joined the Bank in 1994 and has worked in various areas of responsibility, while in 2001 he was assigned to the Secretariat of the Board of Directors. He has been the Manager of the Secretariat of the Board of Directors and the Secretary of the Board of Directors of the Bank since 2014.

2. Profile of the Board of Directors and Committee Membership for the year 2019

Board of Directors	Gender	Age	Tenure	Term ends	Committees			
					Audit	Risk Management	Remuneration	Corporate Governance and Nominations
Chair (Non-Executive Member)								
Vasileios T. Rapanos	M	72	5	2022	-	-	-	-
Executive Members								
Vassilios E. Psaltis ¹	CEO	M	51	1	2022	-	-	-
Spyros N. Filaretos	General Manager	M	61	14	2022	-	-	-
Artemios Ch. Theodoridis	General Manager	M	60	14	2022	-	-	-
George C. Aronis ²		M	62	8	2022	-	-	-
Non-Executive Members								
Efthimios O. Vidalis		M	65	5	2022	M	-	M
Demetrios P. Mantzounis ³		M	72	24	2022	-	-	-
Non-Executive Independent Members								
Jean L. Cheval		M	70	1	2022	M	-	M
Carolyn G. Dittmeier		F	63	2	2022	C	M	-
Richard R. Gildea		M	67	3	2022	-	M	C
Shahzad A. Shahbaz		M	59	5	2022	-	-	C
Jan A. Vanhevel		M	71	3	2022	M	C	-
Non-Executive Member (pursuant to the provisions of Law 3864/2010)								
Johannes Herman Frederik G. Umbgrove		M	58	1	2022	M	M	M
C: Chair M: Member -: The Member does not participate in this Committee								
¹ CEO as of 2.1.2019								
² Member of the Board of Directors until 31.1.2020								
³ CEO until 2.1.2019 and Non-Executive Member until 31.12.2019								

3. Composition and Functioning of the Board of Directors

The Board of Directors represents the Bank and is qualified to resolve on every action concerning the Bank's management, the administration of its property and the promotion of its scope of business in general. Indicatively, the Board of Directors is qualified to resolve on the issuance of all kinds of bond loans, with the exception of those which belong to the exclusive competence of the General Meeting.

The primary concern of the Board of Directors, while exercising its powers, is to promote the interests of the Bank, the Shareholders and its Employees as well as of other interested parties, as the case may be. The Board of Directors monitors the compliance and adherence to the provisions of the law within the framework of the corporate interest as well as the compliance to procedures of reliable and timely information and communication.

Pursuant to the Presubscription Agreement of 28 May 2012, the Hellenic Financial Stability Fund is represented in the Board of Directors of the Bank. The representative of the Hellenic Financial Stability Fund is also a Member of the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance and Nominations Committee of the Board of Directors.

Article 3 of Law 3016/2002 stipulates, inter alia, that the number of Non-Executive Members of the Board of Directors cannot be less than 1/3 of the total number of Members. Out of a total of thirteen Members of the Board of Directors of the Bank, the number of Non-Executive Members amounts to nine, i.e. 69% of the total, thus exceeding by far the minimum number for such Members set by Law 3016/2002 (based on the composition of the Board of Directors for the year 2019).

In accordance with the above-mentioned article of Law 3016/2002, at least two Non-Executive Members should also be Independent. In the Board of Directors of the Bank, the respective number exceeds, as in the case mentioned above, the minimum requirement set by Law and amounts to five, i.e. 38% of the total.

Board of Directors Composition 2019



Following the resignation of Mr. D.P. Mantzounis from the position of Chief Executive Officer and the election of Mr. V.E. Psaltis to the said position, with effective date 2.1.2019, which took place during the Board of Directors meeting held on 29.11.2018, the Board of Directors was constituted anew into a body in accordance with the Articles of Incorporation at its meeting of 2.1.2019.

At the Ordinary General Meeting of Shareholders held on 28.6.2019, the General Meeting was informed about the election of a new Member of the Board of Directors and in particular that:

- at the meeting of the Board of Directors held on 30.8.2018 Mr. I.S. Dabdoub submitted his resignation from the position of Member of the Board of Directors and of its Committees,
- at the meeting of the Board of Directors held on 29.11.2018 Mr. V.E. Psaltis was elected as Member of the Board of Directors of the Bank,
- at the meeting of the Board of Directors held on 29.11.2018 Mr. D.P. Mantzounis submitted his resignation from the position of Managing Director - CEO with effective date 2.1.2019,
- through a unanimous resolution of the Board of Directors, Mr. V.E. Psaltis was appointed new CEO on 2.1.2019.

The tenure of the Members of the Board of Directors is four years, even though Law 4548/2018, in force as of January 1, 2019, stipulates that the tenure can be up to six years. The Board's tenure ends at the Ordinary General Meeting of Shareholders which will take place in 2022.

The Board of Directors convenes every month or more often if necessary. The Articles of Incorporation of the Bank provide the Board of Directors with the option to meet by teleconference. The calendar of the meetings of the Board of Directors and its Committees for every year is set and notified at the end of the previous year.

The Minutes of the meetings of the Board of Directors and its Committees are signed at the next regular meeting of the Board of Directors or of the relevant Committee. The signatures of the Members of the Board of Directors may be replaced by an exchange of e-mail messages, pursuant to the applicable legislation.

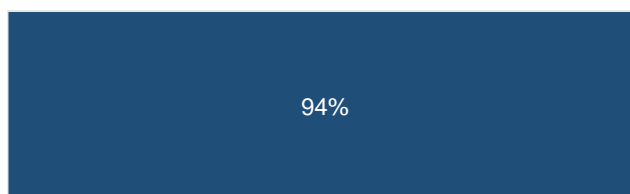
The Members comply with the stipulations of article 83 of Law 4261/2014 on the combination of directorships that Board Members may hold at the same time. They do not have any personal or private interests, as defined in article 2 of Law 3016/2002 and the Non-Executive Independent Members of the Board of Directors fulfill the criteria for being Independent, in accordance with Law 3016/2002 and the Corporate Governance Code.

The Secretariat of the Board of Directors supports the functionality of the Board of Directors, its Committees and its Members and, among others, coordinates communications between the Members of the Board of Directors and the Management of the Bank and the Group Companies in order to achieve the effective flow of information to and from the Board.

4. Board and Committees attendance

In 2019, the Board of Directors convened eighteen times. The average participation rate of the Members of the Board of Directors in the meetings stood at 94% (based on the composition of the Board of Directors on 31.12.2019).

Board Meetings Average Attendance



Two strategy offsite meetings took place during 2019 with the participation of all the Members of the Board of Directors (100% attendance).

The Board has established an attendance objective which stipulates that the Members should attend more than 85% of the Board of Directors meetings. The Corporate Governance and Nominations Committee deemed that there were no Member absences from Board meetings without a valid reason. The Members of the Board of Directors who were absent had informed the Bank in time of the relevant reasons.

The table of the attendance rates of the Members of the Board of Directors is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/administrative-structure/board-of-directors>).

2019 Board Members' Individual Attendance Rates at Meetings

2019 Board Members' Individual Attendance Rates at Meetings					
Board of Directors	Audit Committee	Risk Management Committee	Remuneration Committee	Corporate Governance and Nominations Committee	
Number of meetings	18	13	13	10	10
Chair (Non-Executive Member)					
Vasileios T. Rapanos	100%	-	-	-	-
Executive Members					
Vassilios E. Psaltis ¹ CEO	94%	-	-	-	-
Spyros N. Filaretos General Manager	100%	-	-	-	-
Artemios Ch. Theodoridis General Manager	94%	-	-	-	-
George C. Aronis ²	100%	-	-	-	-
Non-Executive Members					
Efthimios O. Vidalis	100%	100%	-	90%	100%
Demetrios P. Mantzounis ³	83%	-	-	-	-
Non-Executive Independent Members					
Jean L. Cheval	100%	100%	-	100%	100%
Carolyn G. Dittmeier	89%	100% C	92%	-	-
Richard R. Gildea	89%	-	100%	100% C	-
Shahzad A. Shahbaz	78%	-	-	-	100% C
Jan A. Vanhevel	94%	92%	100% C	-	-
Non-Executive Member (pursuant to the provisions of Law 3864/2010)					
Johannes Herman Frederik G. Umbgrove	100%	100%	100%	100%	100%
C: Chair -: The Member does not participate in this Committee					
¹ CEO as of 2.1.2019					
² Member of the Board of Directors until 31.1.2020					
³ CEO until 2.1.2019 and Non-Executive Member until 31.12.2019					

5. Evaluation of the Board of Directors

The Board of Directors, in accordance with the Corporate Governance Code and the Policy for the Annual Evaluation of the Alpha Bank Board of Directors it has adopted, assesses on an annual basis its effectiveness as well as that of its Committees. Every three years, the Board of Directors may appoint an external consultant to conduct these assessments.

The overall evaluation of the Board of Directors and its Committees, for the year 2018, was conducted by Nestor Advisors, a London-based corporate governance consulting firm, with the assistance of the Corporate Governance and Nominations Committee. The Individual Evaluation of the Members of the Board of Directors was conducted by the Chair of the Board of Directors.

The Corporate Governance and Nominations Committee ascertained that the current composition of all the Committees of the Board of Directors, namely the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance

and Nominations Committee, meets the requirements of the regulatory framework, is consistent with the principles of Corporate Governance of the Bank and contributes to the effective and smooth operation of the Committees and the Bank.

The composition of the Board of Directors reflects the knowledge, skills and experience necessary to fulfill its responsibilities. This entails that the Board of Directors collectively has an appropriate understanding of those areas for which the Members are collectively accountable and the skills to effectively manage and oversee the Bank.

While the Executive Members have a high level of managerial skills, the Non-Executive Members have sufficient management skills to organize the Board of Directors' tasks effectively and to be able to understand and challenge the management practices applied and the decisions taken by the Executive Members.

The Corporate Governance and Nominations Committee also ascertained that the Members of the Board of Directors represent different business sectors as well as different geographical areas and are acknowledged for their character, integrity, ability of leadership, management, thought and constructive collective operation in a team environment as well as for their financial knowledge and other professional and business experience. The level of experience and knowledge of all the Members of the Board of Directors and its Committees was evaluated by the Board of Directors as very high, while their work was evaluated as extremely effective.

Reassessment of the Board Members' collective suitability based on ESMA/EBA Guidelines

Further to the aforementioned evaluation of the Board of Directors, a reassessment of the Board Members' collective suitability in terms of knowledge, skills and experience based on the Joint ESMA/EBA Guidelines on the Assessment of the Suitability of Members of the Management Body and Key Function Holders (the "Joint ESMA/EBA Guidelines") was conducted in November with the support of the Corporate Governance and Nominations Committee.

In this context and for the purposes of preparing the assessment of the collective suitability, each Member of the Board of Directors conducted an Individual Self-Assessment based on the criteria listed in the Joint ESMA/EBA Guidelines. The Chair of the Board of Directors collected all such Individual Self-Assessments and after using selected information from these, completed the Collective Suitability Matrix of the Joint ESMA/EBA Guidelines, examining, among others, the areas of governance, risk management, compliance, audit, management, strategy, decision-making and past experience, as suggested by the said Guidelines.

Based on the approved Collective Suitability Matrix, the Board of Directors resolved that in order to enhance the collective suitability of the Board, emphasis should be given on continuous training and informative sessions and new Non-Executive Independent Members should be appointed in order to further enhance collective knowledge in certain areas. Both measures are to be implemented during 2020.

Experience of the Members of the Board of Directors based on the Collective Suitability Matrix of the Joint ESMA/EBA Guidelines

Experience of the Members of the Board of Directors (in years)					
Members	Banking or Financial experience in large institutions other than Alpha Bank	Banking or Financial experience in medium-sized institutions other than Alpha Bank	Banking or Financial experience in small institutions other than Alpha Bank	Management experience	Experience other than Management or Financial sector (e.g. academic, legal practice)
Vasileios T. Rapanos	15	n/a	3	13	28
Vassilios E. Psaltis	8	4	n/a	16	n/a
Spyros N. Filaretos	n/a	n/a	n/a	32	n/a
Artemios Ch. Theodoridis	2	11	3	33	n/a
George C. Aronis	22	n/a	n/a	31	n/a
Efthimios O. Vidalis	n/a	n/a	5	32	n/a
Demetrios P. Mantzounis	n/a	n/a	n/a	42	n/a
Jean L. Cheval	19	17	n/a	36	20
Carolyn G. Dittmeier	14	n/a	n/a	35	10
Richard R. Gildea	30	n/a	n/a	15	8
Shahzad A. Shahbaz	25	13	n/a	33	n/a
Jan A. Vanhevel	42	n/a	n/a	32	n/a
Johannes Herman Frederik G. Umbgrove	27	3.5	n/a	8	n/a

Board evaluation by the Non-Executive Members

The Non-Executive Members of the Board of Directors verified at their Meeting that the Board and its Committees have developed effective procedures regarding their operation.

The Non-Executive Members also evaluated the performance of the Executive Members and highlighted the contribution of each and every one of them to the accomplishment of satisfactory results during these highly volatile economic circumstances which the country is experiencing as well as their excellent cooperation with their Non-Executive peers.

It was confirmed that the Members of the Board of Directors have diverse skills and knowledge and thus represent a variety of opinions. It was also ascertained that the Members engage fully and constructively in the Board of Directors and its Committees' operations and therefore contribute to the smooth and effective management of the Bank. It has been established that the Members of the Board of Directors perform their duties effectively and that the Board's meetings as well as the Committees' meetings are deemed productive.

During the meetings, the Members trust each other and feel free to share their views. They are also active and do not hesitate to pose challenging questions.

The Non-Executive Members confirmed that the Board of Directors had set the proper moral and compliance criteria in accordance with the regulatory framework applicable for the entire Group.

6. Induction and Training Programs for the Members of the Board of Directors

The Bank offers to the new Members of the Board of Directors an induction program on Legal and Regulatory requirements, Corporate Governance principles, Risk Management, Internal Audit, Compliance, Capital Adequacy, Financial and Accounting Services, Information Technology and Security, and Strategic Planning as well as the possibility for relevant information seminars and information meetings.

Moreover, the Bank provides continuous informative sessions to the Members of the Board of Directors in order to update them on current issues of the banking market and on the regulatory developments in the financial sector.

In particular, for the year 2019, all the Members of the Board of Directors were offered informative sessions on the following subjects:

- NPL Reduction Schemes:
 - ✓ A Systemic Approach for NPE and DTC Reduction of Greek Banks, Bank of Greece.
 - ✓ Proposal for the Introduction of a Greek Asset Protection Scheme, Hellenic Financial Stability Fund.
- Directors, Officers and Company Reimbursement Insurance:
 - ✓ Bankers Blanket Bond and Civil Insurance Policy (AXA and AON).
- Digital transformation/Cyber Security/Fintech:
 - ✓ The Cyber Security Landscape in the Financial Industry.
- The Evolving Role of the HFSF.
- Human Resources/Labor Laws.

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

7. Committees of the 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 but may also assume delegated authorities, as determined by the Board. Each Committee has its dedicated Charter prescribing its composition, tenure, functioning and responsibilities.

The Members of the Committees are appointed by the Board of Directors, following recommendations by the Corporate Governance and Nominations Committee. The Committees consist of Non-Executive Members. They may be assisted in their work by other persons, including external advisors.

The main mission of the Committees consists in the examination of issues within their mandate, in the preparation of draft resolutions to be approved by the Board of Directors and in the submission of relevant briefings, reports, key information and recommendations to the Board. The Committees report regularly to the Board of Directors about their work.

Audit Committee

Chair:	Carolyn G. Dittmeier
Number of Members:	5
Frequency:	At least once every month
Number of meetings in 2019:	13
Average participation rate of the Members:	98% (based on the Committee's composition on 31.12.2019)

Audit Committee Composition



(Based on the composition of the Audit Committee on 31.12.2019)

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

The Audit Committee:

- Performs the oversight of the financial reporting processes and procedures for drawing up the Annual and the Interim financial statements of the Bank and the Group.
- Reviews the quarterly financial statements of the Bank and of the Group, together with the annual Statutory Auditors' Report and the Board of Directors' Annual Management Report prior to their submission to the Board of Directors for approval.
- Monitors and assesses, on an annual basis, the adequacy, effectiveness and efficiency of the Internal Control System of the Bank and the Group.
- Assists the Board of Directors in ensuring the independent, objective and effective conduct of internal and external audits of the Bank.
- Assists the Board of Directors in overseeing the effectiveness and performance of the Internal Audit Division and the Compliance Division of the Bank.
- Reviews the activity and performance of the Statutory Certified Auditors of the Bank and the Group on a regular basis.
- Is responsible for the procedure pertaining to the selection of the Statutory Certified Auditor of the Bank and 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 of the Statutory Certified Auditors in accordance with the applicable laws, which includes reviewing, inter alia, the provision by them of Non-Audit Services to the Bank and the Group. In relation to this, the Committee examines or 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 Bank policy that the Audit Committee oversees and recommends to the Board of Directors for approval.

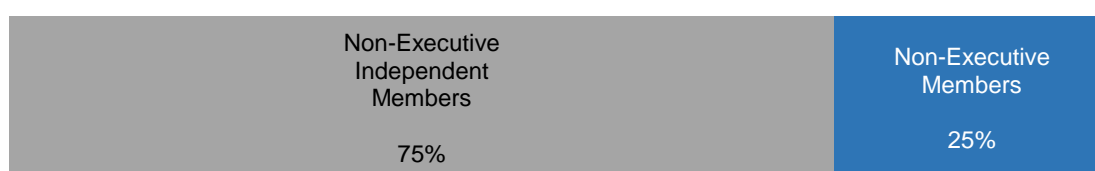
At least one Member should either be a suspended or a retired statutory certified auditor or have accounting/auditing knowledge and experience.

The specific duties and responsibilities of the Audit Committee are determined in its Charter, which was amended in December 2019 and is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

Risk Management Committee

Chair:	Jan A. Vanhevel
Number of Members:	4
Frequency:	At least once every month
Number of meetings in 2019:	13
Average participation rate of the Members:	98% (based on the Committee's composition on 31.12.2019)

Risk Management Committee Composition



(Based on the composition of the Risk Management Committee on 31.12.2019)

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 Bank and the Group, fostering risk awareness and encouraging open communication and challenge across the Organization.
- Assists the Board of Directors in monitoring the achievement of objectives in risk management, especially in the areas of NPEs and capital ratio.
- Reviews and recommends to the Board of Directors for approval the risk and capital management strategy.
- Reviews and recommends annually to the Board of Directors for approval the Group's risk appetite framework and statement.
- 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, at least annually, the Group's ICAAP/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.

At least one Member should be familiar with the NPE/NPL management framework, policies, practices and procedures. At least one Member (the NPL Expert) should have solid risk and capital management experience as well as familiarity with the local and the international regulatory framework.

The specific duties and responsibilities of the Risk Management Committee are determined in its Charter, which was amended in December 2019 and is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

Joint Meeting of the Audit and Risk Management Committees

Frequency:	Once every quarter
Number of meetings in 2019:	6
Average participation rate of the Members:	100%

Responsibilities:

- Review of quarterly financial results
- Review of Operational Risk issues

Remuneration Committee

Chair:	Richard R. Gildea
Number of Members:	4
Frequency:	At least quarterly per year
Number of meetings in 2019:	10
Average participation rate of the Members:	98% (based on the Committee's composition on 31.12.2019)

Remuneration Committee



(Based on the composition of the Remuneration Committee on 31.12.2019)

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 Remuneration Policies are consistent with the values, culture, business strategy, risk appetite and strategic objectives of the Bank and the Group.
- 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 Companies according to the relevant legislative and regulatory provisions.
- Is responsible for the preparation of decisions on the remuneration of the Members of the Board of Directors to be taken by the Non-Executive Members.
- Reviews the variable remuneration framework. Advises on variable remuneration schemes, where these are permitted, for Personnel and Executives across the Bank and the Group, and proposes the total envelope for variable remuneration across the Bank and the Group.
- On an annual basis, reviews and reports findings on remuneration data from the Bank and the Group to the Board of Directors, with a view to monitoring the consistent application of the Remuneration Policies, assessing alignment with corporate goals and ensuring that the remuneration program is completely aligned with the risk profile and ambition.
- Assesses the mechanisms and programs adopted to ensure that the remuneration system properly takes into account all types of risks, liquidity and capital levels and that the overall Remuneration Policies are consistent with and promote sound and effective risk management and are in line with the business strategy, objectives, corporate culture, values and long-term interests of the Bank.
- 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 Bank's respective Policy.

At least one Member should have sufficient professional experience in risk management.

The specific duties and responsibilities of the Remuneration Committee are determined in its Charter, which was amended in December 2019 and is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

Corporate Governance and Nominations Committee

Chair:	Shahzad A. Shahbaz
Number of Members:	4
Frequency:	At least quarterly per year
Number of meetings in 2019:	10
Average participation rate of the Members:	100% (based on the Committee's composition on 31.12.2019)

Corporate Governance and Nominations Committee Composition



(Based on the composition of the Corporate Governance and Nominations Committee on 31.12.2019)

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

The Corporate Governance and Nominations Committee:

- Assists the Board of Directors in establishing the conditions required for effective succession and continuity in the Board of Directors.
- Ensures that the corporate governance principles of the Bank and the Group, as embedded in the Corporate Governance Code of the Bank, as well as the implementation of these principles reflect the legislation in force, regulatory expectations and international corporate governance best practices.
- Regularly reviews the Corporate Governance Code of the Bank and makes appropriate recommendations to the Board of Directors on its update.
- Facilitates the regular review of the Charters of 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 Bank's Corporate Governance Code as well as with corporate governance best practices.
- Develops and regularly reviews the selection criteria and the appointment process for the Members of the Board of Directors.
- Identifies and recommends for the approval of the Board of Directors candidates to fill vacancies, evaluates the balance of knowledge, skills, diversity and experience of the Board of Directors and prepares a description of the roles and capabilities for a particular appointment and assesses the time commitment expected.
- Assesses periodically, and at least annually, the structure, size, composition and performance of the Board of Directors and makes recommendations to the Board of Directors with regard to any changes.
- Assesses periodically, and at least annually, the knowledge, skills and experience of each Member of the Board of Directors and of the Board of Directors collectively and reports to the Board of Directors accordingly.
- Oversees the design and implementation of the induction program for the new Members of the Board of Directors as well as the ongoing knowledge and skills development for Members that support the effective discharge of their responsibilities.

The specific duties and responsibilities of the Corporate Governance and Nominations Committee are determined in its Charter, which was amended in December 2019 and is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

Non-Executive Members Meeting

Number of Members:	9
Frequency:	At least once a year
Number of meetings in 2019:	1
Average participation rate of the Members:	100%

Non-Executive Members Meeting



The main responsibilities of the Non-Executive Members include but are not limited to those presented below:

- Exchanging views on any matter that they deem pertinent.
- Reviewing potential issues of conflict of interests between the Bank and the Executive Members of the Board of Directors.
- Assessing the overall performance of the Bank's executive leadership team.
- Verifying that the Board and its Committees have developed effective procedures.
- Reviewing the general principles of the Remuneration Policy periodically and monitoring their implementation.

E. MANAGEMENT COMMITTEES

The Committees composed by Members of the Management of the Bank are the Executive Committee, the Assets-Liabilities Management Committee (ALCo), the Credit Committees (Performing and Non-Performing Loans) and the Troubled Assets Committee.

1. Executive Committee

In accordance with Law 4548/2018, the Board of Directors establishes as of 2.12.2019 an Executive Committee.

The Executive Committee acts as a collective corporate body of the Bank. The Committee's powers and authorities are determined by way of a CEO act, delegating powers and authorities to the Committee.

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

The Executive Committee prepares the strategy, business plan and annual budget of the Bank and the Group for submission to and approval by the Board of Directors as well as the annual and quarterly financial statements, decides on and manages the capital allocation to the Business Units, prepares the Internal Capital Adequacy Assessment Process (ICAAP) Report and the Internal Liquidity Adequacy Assessment Process (ILAAP) Report, reviews and approves the policies of the Bank, approves and manages any collective program proposed by the Human Resources Division for the Personnel and ensures the adequacy of Resolution Planning governance, process and systems. Further to the above, the Committee is responsible for the implementation of: the overall risk strategy, including the institution's risk appetite and its risk management framework, an adequate and effective internal governance and internal control framework, the selection and suitability assessment process for Key Function Holders, the amounts, types and distribution of both internal capital and regulatory capital and the targets for the liquidity management of the Bank.

2. Assets-Liabilities Management Committee (ALCo)

The **Assets-Liabilities Management Committee (ALCo)** examines and decides on issues related to Treasury and Balance Sheet Management and monitors the course of the results, the budget, the funding plan, the capital adequacy and the overall financial volumes of the Bank and the Group, approving the respective actions and policies. In addition, the Committee approves the interest rate policy, the structure of the investment portfolios and the total market, interest rate and liquidity risk limits.

3. Credit Committees (Performing and Non-Performing Loans)

The **Credit Committees** approve new credit or restructuring proposals for performing and non-performing loans.

4. Troubled Assets Committee

The **Troubled Assets Committee** designs, proposes and implements the strategy for managing troubled assets by Business Unit (Wholesale Banking, Retail Banking), geographical region, product, activity, sector, etc.

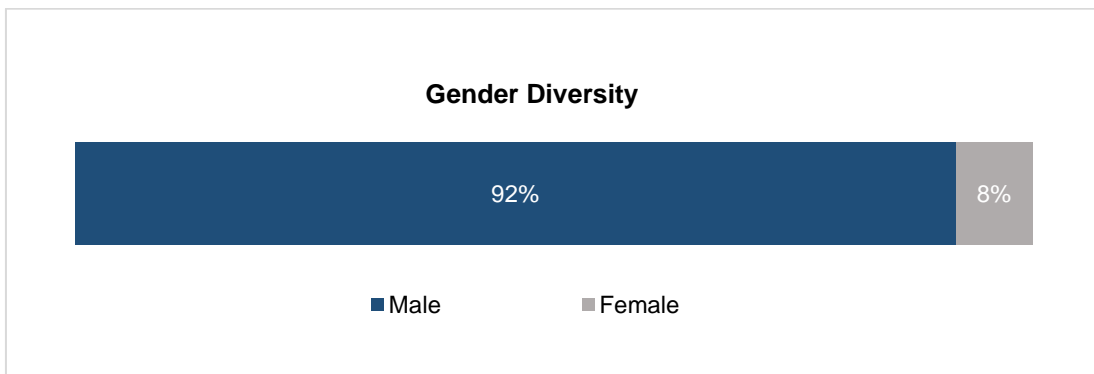
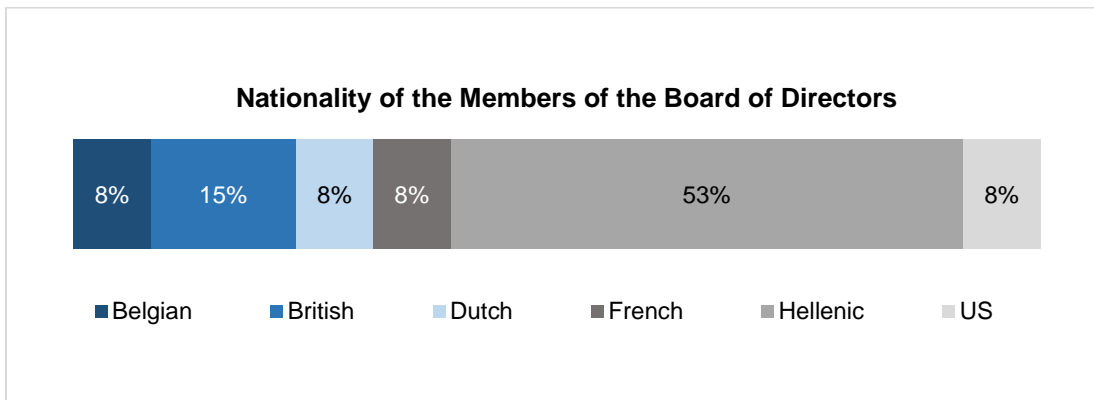
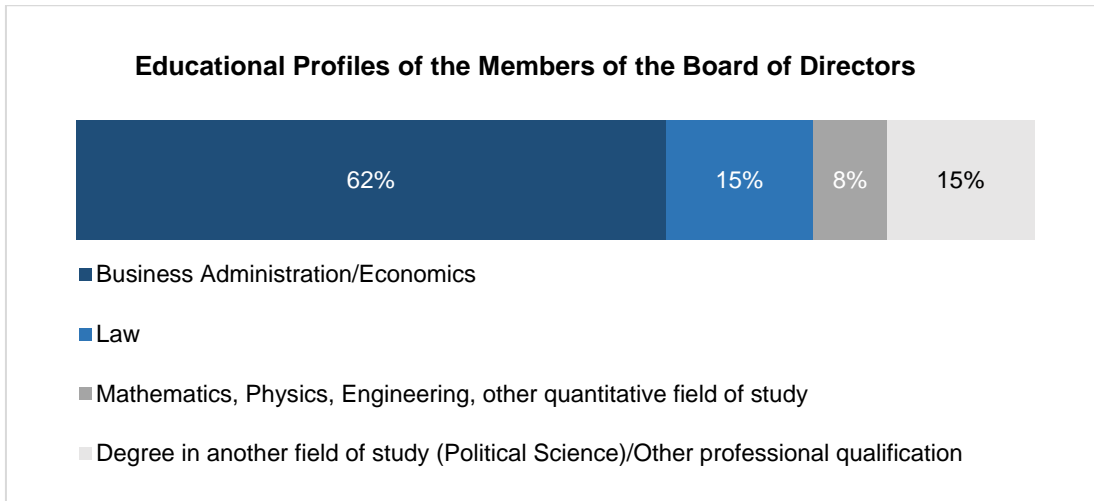
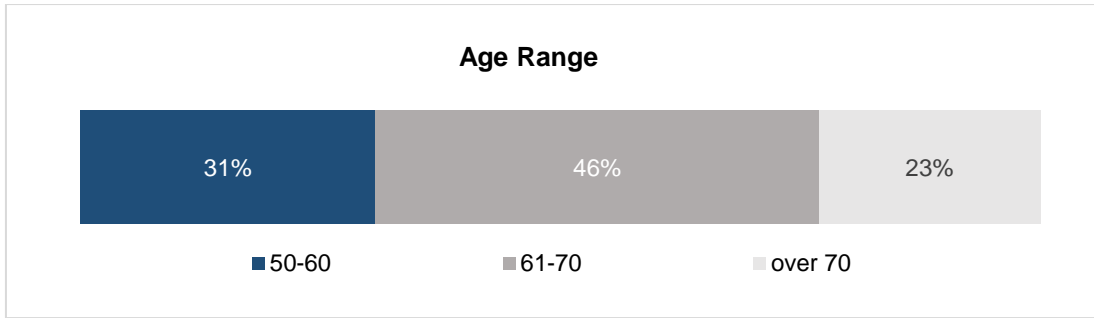
F. DESCRIPTION OF THE DIVERSITY POLICY APPLIED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND PERSONNEL

The Bank has adopted the Diversity Policy that sets the principles and the approach for the achievement of diversity in both the Board of Directors and the Personnel in accordance with the legislative and regulatory framework in force as well as with European best practices.

The objectives of the Policy are to support and promote diversity as well as to engage a broad set of qualities and competences when recruiting Members of the Board of Directors and Personnel, to achieve a variety of views and experiences and to facilitate independent opinions.

1. Board of Directors

Taking into account the existing framework, the Bank embraces the benefits of having a diverse Board of Directors. It recognizes that diversity can help achieve maximum team performance and effectiveness, enhance innovation and creativity and promote critical thinking and team cooperation within the Board. In this context, a diversified Board of Directors fosters constructive challenge and discussion on the basis of different points of view. It can help improve decision-making regarding strategies and risk-taking by encompassing a broader range of views, opinions, experience, perception, values and backgrounds. It reduces the phenomena of “group think” and “herd behavior”. A truly diverse Board of Directors allows and makes good use of differences in skills, regional and industry experience, background, abilities, qualifications, professional training, gender and other distinctions between the Members. All Board appointments at the Bank are made on merit in the context of the skills, experience, knowledge and independence which the Board as a whole requires in order to be effective.



The Board of Directors' actual target in relation to the female gender representation on the Board is to reach at least 30% in the next three years, while always considering industry trends and best practices. The Corporate Governance and Nominations Committee has informed the Board of Directors accordingly and has made the achievement of the said target a priority when nominating candidates.

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

2. Personnel

To the Bank, the provision of equal opportunities for employment and advancement to all its Employees is not merely a legal obligation, but also a cornerstone of its Human Resources policy. This Policy is incorporated in the Human Resources management procedures and practices and ensures the implementation thereof in every country where the Bank is present.

Seeking to implement gender equality in action and to address the issue of the low percentage of women in positions of responsibility, issues which are typical of the Greek labor market, the Bank takes a number of measures which help its Employees balance their professional and family life, while also promoting equitable treatment and merit-based Personnel advancement, with equal advancement opportunities for female Employees.

The Bank applies a uniform, gender-neutral salary policy to all categories of Personnel.

The Bank respects and defends the diversity of its Employees irrespective of gender, age, nationality, political and religious convictions or any other discrimination. Further to the above-mentioned principles, the Bank recognizes the need for diversity pertaining to skills, background, knowledge and experience in order to facilitate constructive discussion and independent thinking. It ensures top-quality work conditions and opportunities for advancement that are based on merit and equitable treatment. It offers fair remuneration, based on contracts which are in agreement with the conditions of the corresponding national labor market and ensures compliance with the respective national regulations, inter alia, on minimum pay, working hours and the granting of leave.

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

Employees in Management positions* as of 31.12.2019

	Age Breakdown as of 31.12.2019					
Gender	18-25	26-40	41-50	51+	Total	Percentage
Male	0	32	229	182	443	62.93%
Female	0	18	171	72	261	37.07%
Total	0	50	400	254	704	100.00%
Percentage	0.00%	7.10%	56.82%	36.08%	100.00%	

Educational level	Breakdown as of 31.12.2019	Percentage
Postgraduate Studies (Master's, PhD)	312	44.32%
Tertiary Education (graduates of Universities or Technological Education Institutes)	206	29.26%
High School (Lyceum) graduates	186	26.42%
Total	704	100%

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

The percentage and number of Employees in managerial positions per educational level point out that Employees in managerial positions holding postgraduate degrees represent in 2019 the highest percentage, i.e. 44%.

G. REMUNERATION

1. Remuneration Policy for Alpha Bank and the Group Companies

The Remuneration Policy is consistent with the values, business strategy, objectives and, in general, the long-term interests of the Bank and the Group Companies and complies, inter alia, with the dictates of Law 4261/2014, Law 4548/2018, BoG Executive Committee's Act 158/10.5.2019 and Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013.

In particular, in the context of effective risk management, the Policy discourages excessive risk taking and prevents or minimizes the emergence of conflicts of interest which are to the detriment of the proper, wise and moral management of risks. In addition to fixed remuneration, the Bank's variable remuneration framework, which is linked to Key Performance Indicators, has been created (i) to reward performance that meets and exceeds the business plan, (ii) to discourage excess risk taking across all lines of business and (iii) to diminish the risk of conflicts of interest emerging when the pursuit of short-term goals at the individual or divisional level is at variance with the long-term business objectives and financial sustainability of the Bank as a whole.

For the determination of the fixed remuneration, further to the provisions of the labor legislation and the collective labor agreements, the market practices and the significance of each position are also taken into account. In order to establish an objective and fair Remuneration Policy, the assessment of job positions is required. Furthermore, the performance management system motivates the achievement of outstanding long-term

results without encouraging excessive risk taking. More specifically, the evaluation of the performance of an Executive takes into account the achievement of his/her goals, which include operational results, adherence to internal procedures, customer relations and management of subordinates, but also includes qualitative criteria relating to his/her personality demonstrated in the performance of his/her duties. The proper and selective implementation of the variable remuneration policy is considered a necessary tool of Human Resources Management and is required for attracting and/or keeping Executives at Bank and Group level, thus contributing significantly to the achievement of the long-term business objectives of the Bank and the Group Companies.

2. Remuneration of the Members of the Board of Directors for the year 2019

Remuneration of the Members of the Board of Directors for the year 2019 (1.1.2019-31.12.2019), in application of Regulation (EU) No 575/2013, article 450.

	Members of the Board of Directors	
	Non-Executive	Executive
Number of beneficiaries	9	4
Fixed remuneration total (amounts in Euro)	1,101,083.33	1,515,642.59
Variable remuneration total split into:	-	-
Cash	-	-
Shares	-	-
Share-linked instruments	-	-
Other types	-	-
Amounts of outstanding deferred remuneration split into:		
Vested	-	-
Unvested	-	-
Amounts of deferred remuneration awarded during the financial year, paid out and reduced through performance adjustments	-	-
Number of beneficiaries of new sign-on payments	-	-
Total amount of new sign-on payments	-	-
Number of beneficiaries of severance payments	-	1
Total amount of severance payments	-	337,950.00
Highest severance amount awarded to a single person	-	337,950.00

Remuneration of the Non-Executive Members of the Board of Directors for the year 2019

Remuneration of the Non-Executive Members of the Board of Directors for the year 2019 (amounts in Euro)					
Members of the Board of Directors	Total Members' remuneration	Committees			
		Audit	Risk Management	Remuneration	Corporate Governance and Nominations
Chair (Non-Executive Member)					
Vasileios T. Rapanos	259,000.00	-	-	-	-
Non-Executive Members					
Efthimios O. Vidalis	109,000.00	M	-	M	M
Demetrios P. Mantzounis ¹	54,083.33	-	-	-	-
Non-Executive Independent Members					
Jean L. Cheval	109,000.00	M	-	M	M
Carolyn G. Dittmeier	134,000.00	C	M	-	-
Richard R. Gildea	109,000.00	-	M	C	-
Shahzad A. Shahbaz	84,000.00	-	-	-	C
Jan A. Vanhevel	134,000.00	M	C	-	-
Non-Executive Member (pursuant to the provisions of Law 3864/2010)					
Johannes Herman Frederik G. Umbgrove	109,000.00	M	M	M	M
Total	1,101,083.33				
C: Chair M: Member -: The Member does not participate in this Committee					
¹ CEO until 2.1.2019 and Non-Executive Member until 31.12.2019					

In particular, as regards the remuneration amounts, as of 1.1.2019, the following apply:

- A. The remuneration of the Non-Executive Chair of the Board of Directors amounts to Euro 259,000 annually.
- B. The minimum lump sum remuneration, per beneficiary, for the Non-Executive Members of the Board of Directors, in their capacity as Members of the Board of Directors of the Bank, amounts to Euro 59,000 annually.
- C. The minimum lump sum remuneration, per beneficiary, for the Non-Executive Members of the Audit Committee of the Board of Directors of the Bank amounts to Euro 25,000 annually. The minimum lump sum remuneration for the Chair of the Audit Committee of the Board of Directors of the Bank amounts to Euro 50,000 annually.
- D. The minimum lump sum remuneration, per beneficiary, for the Non-Executive Members of the Risk Management Committee of the Board of Directors of the Bank amounts to Euro 25,000 annually. The minimum lump sum remuneration for the Chair of the Risk Management Committee of the Board of Directors of the Bank amounts to Euro 50,000 annually.

- E. The minimum lump sum remuneration, per beneficiary, for the Non-Executive Members of the Corporate Governance and Nominations Committee of the Board of Directors of the Bank amounts to Euro 12,500 annually. The minimum lump sum remuneration for the Chair of the Corporate Governance and Nominations Committee of the Board of Directors of the Bank amounts to Euro 25,000 annually.
- F. The minimum lump sum remuneration, per beneficiary, for the Non-Executive Members of the Remuneration Committee of the Board of Directors of the Bank amounts to Euro 12,500 annually. The minimum lump sum remuneration for the Chair of the Remuneration Committee of the Board of Directors of the Bank amounts to Euro 25,000 annually.
- G. No Member is paid for participation in more than three Committees of the Board of Directors.
- H. A Member of the Board of Directors who is at the same time a Member of the Audit Committee and of the Risk Management Committee is paid for participation in only one of these Committees. Only if the Member of the Board of Directors is the Chair in one of the above-mentioned Committees, he/she is paid for participation in both.
- I. The Chair of the Corporate Governance and Nominations Committee and the Chair of the Remuneration Committee receive an amount equal to double of that paid to a Member of the respective Committee.
- J. The Executive Members of the Board of Directors do not receive any remuneration in their capacity as Members of the Board of Directors, as per the standard practice of the Bank.