



ALPHA BANK

**CORPORATE GOVERNANCE STATEMENT**  
**for the year 2020**



# Corporate Governance Statement for the year 2020

## 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 2020. The reference date of the Corporate Governance Statement is 31.12.2020.

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 sustainability 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 support 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 Management 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 Management and Board of Directors;
- b. accountability towards the Bank's Shareholders;
- c. fairness towards all of the Bank's Stakeholders; and
- d. transparency in the relationship between the Bank's Management 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 different 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 fully complied with the Corporate Governance Code in 2020, as it did in the previous years.

The Bank is constantly enhancing its principles of Corporate Governance. In this context, the Bank adopted the following modifications, even 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 national legislation and in line with EBA Guidelines, 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.

During 2020, it revised the Corporate Governance Code and policies pertaining to corporate governance, in order for them to be fully aligned with the current regulatory framework and with the most recent best practices of corporate governance, including more stringent criteria for determination of Non-Executive Independent Members.

## 2. Code of Ethics

Additionally, the Bank has adopted a Code of Ethics for the performance of duties with the purpose of implementing the standards required by modern corporate governance. The Code of Ethics is addressed to the Members of the Board of Directors of the Bank and of the Group Companies, the General Managers, the Senior Executives and Employees of the Group, Third Parties contractors transacting with the Alpha Bank Group and the Bank's and the Group Companies' Advisors.

All the activities of the Bank ultimately aim to its long term value creation for Shareholders and Stakeholders 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 the Shareholders and those transacting with the Bank. The said Code, as in force, is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/code-of-ethics>).

The Bank is a member of the "United Nations Initiative Environment Programme Finance" Initiative (UNEP FI), a UN initiative that promotes sustainable development with a strong focus on the protection of the environment, and is actively involved in the global effort to create a sustainable future for the economy and the planet, by endorsing (as Founding Signatory) the six Principles of Responsible Banking, which provide a comprehensive framework for responsible and sustainable banking, across the whole range of banking activities.

## 3. Corporate Governance at Group Level

During 2020, the Bank conducted a review of Corporate Governance Documents adopted by Subsidiaries. This analysis ensured that Subsidiaries' Corporate Governance Codes, the Charters of Board of Directors' Committees and Policies relevant to the Corporate Governance practices are fully aligned with the legal and the regulatory requirements, the EBA guidelines and best practices as well as with Alpha Bank's corporate governance principles, while taking into consideration the local regulatory framework.

Additionally, a series of meetings with Subsidiaries took place in order to discuss issues relevant to Corporate Governance.

## 4. Covid-19

The emergence of Covid-19 in Europe in the first quarter of 2020 has added a major uncertainty in terms of both macroeconomic developments and the ability of businesses to operate under the regime of the restrictive measures imposed. The financial implications depend to a large extent on how long this crisis will last and vary on a case-by-case basis as each sector of the economy is affected differently.

Alpha Bank's top priority throughout the outbreak has been to ensure the health and safety of Customers and Employees. To this end, from the onset of the Covid-19 outbreak, the Bank has taken a number of measures designed to prevent the spread of the virus, while still retaining its operational readiness.

Firstly, the most vulnerable Employees (including those who have to take care of minors) have been identified and allowed to either work remotely or stay at home under the special purpose leave from work. In addition, a robust communications plan containing guidelines as to how to protect against the virus was developed for Employees and Customers, while business trips and non-essential travel have also been restricted.



Furthermore, the Bank has taken the necessary steps to secure an adequate supply of protective equipment and medical supplies (i.e. antiseptics, hand sanitizers and over-the-counter medicine) across the Group's offices and Branches. The office buildings and Branches are regularly cleaned and sanitized to mitigate the spread of the virus.

The Bank has also reinforced its digital infrastructure. The related action plan is being regularly reassessed in order to guarantee that the Bank's Branch Network remains active to ensure that the needs of Customers can continue to be met without interruption.

In addition, weekly calls were organized, regularly updating all Employees on the guidelines and policies and at the same time increased medical care was provided through an open line of communication with the Bank's physicians and direct online access to medical advice through myAXadoctor.

Furthermore, the Bank actively supports Retail, Small Business and Commercial Customers in the current environment through flexible propositions including debt payment deferrals for both Individuals and Businesses, extension of revolving credit lines maturity, emergency working capital and the full support of Government Schemes, including the Government Guarantee Scheme and the new Entrepreneurship Fund II "Business Funding" scheme for SMEs.

Alpha Bank is closely monitoring the situation on Covid-19 and is continuously assessing the potential impact of the pandemic on the Bank's asset quality, risk profile and the execution of its Business Plan. In response to the Covid-19 outbreak and in light of the measures announced by the Greek Government, the Bank is reassessing its procedures so that a solid operational plan is in place to guarantee business continuity and operational readiness as well as to ensure the Bank will continue to strongly support the Greek Economy.

## 5. 2020 Highlights

### Changes in the composition of the Board of Directors and in the Management

The Board of Directors, at its meeting held on 25.6.2020, elected as Members of the Board of Directors of the Bank Mr. Dimitris C. Tsitsiragos, in replacement of Mr. Demetrios P. Mantzounis, Non-Executive Member, who resigned on 31.12.2019 and Ms. Elanor R. Hardwick, in replacement of Mr. George C. Aronis, Executive Member, who resigned on 31.1.2020. The tenure of each elected Member has been set from 2.7.2020 until the expiration of the remainder of the tenure of the Member whom he/she replaces.

Mr. Dimitris C. Tsitsiragos and Ms. Elanor R. Hardwick, who fulfill the independence conditions and criteria according to the applicable legal and regulatory framework, have been appointed Non-Executive Independent Members of the Board of Directors of the Bank by the General Meeting of Shareholders held on 31.7.2020.

Additionally, at the Board of Directors meeting held on 26.11.2020, Mr. A.Ch. Theodoridis notified his resignation from the position of General Manager of Non-Performing Loans and Treasury Management with effect as of 1.12.2020, in order to assume, as of the same date, the position of Executive Chair of Cepal, while retaining his role as Member of the Board of Directors of the Bank. The said resignation took place in the context of the transfer of the Bank's Non-Performing Exposures servicing business to Cepal, which materialized on 1.12.2020.

In light of the new Strategic Plan and the governance structure approved by the Board of Directors in November 2019, Mr. S.N. Filaretos was appointed General Manager – Growth and Innovation as of 1.12.2020 and Mr. S.N. Mytilinaios was appointed General Manager – Chief Operating Officer as well as Member of the Executive Committee as of 1.12.2020.

### New structure of the Management Committees

A new structure of the Management Committees of the Bank was introduced in order for the Bank to strengthen its organizational effectiveness and to facilitate executive decision-making, while maintaining strong risk management.

Further to the above, the Charters of the Management Committees were redrafted in order to reflect the new structure and responsibilities of the Committees.

The Management Committees are presented in detail in Chapter F. Management Committees.

### Transfer of the Bank's NPE Management Activities to Cepal

The Bank, in the context of the implementation of its Strategic Plan, announced on 1.12.2020 the completion of the carve-out process of its NPE management activity to Cepal Hellas S.M.S.A. ("Cepal"), its 100% subsidiary Company providing management services for loan and credit receivables.

The transfer of the NPE Management Operations to Cepal is a key pillar of Project Galaxy, the Bank's large securitization transaction.

The transfer of the Employees of the Bank's NPE Management Operations to Cepal was implemented in



accordance with the applicable law (Presidential Decree No 178) and in full respect of their salary and insurance rights as well as of the additional benefits they currently enjoy.

#### **Demerger Deed by way of hive-down with the incorporation of a new company**

The Bank informed the investors that, in the context of the implementation of its Strategic Plan announced on 19.11.2019, the Board of Directors, at its meeting held on 15.9.2020, approved the Draft Demerger Deed by way of hive-down with the incorporation of a new company, pursuant to article 16 of Law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of Law 4601/2019, as in force.

#### **Update of Corporate Governance Documents**

During 2020, the Bank updated the following documents:

- the Corporate Governance Code,
- the Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders,
- the Suitability and Nomination Process for the Members of the Board of Directors,
- the Diversity Policy,
- the Induction and Training Policy for the Members of the Board of Directors,
- the Senior Executives Severance Payment Policy,
- the Remuneration Policy for Alpha Bank and the other Group Companies,
- the Benefits and Corporate Expenses Policy for Alpha Bank and the other Group Companies, and
- the Expenses Policy for the Non-Executive Members of the Board of Directors.

#### **Remuneration Report**

The Bank drew up the Remuneration Report, as per the provisions of article 112 of Law 4548/2018, which reflects the full year 2019 implementation of the Remuneration Policy that was introduced as per the provisions of articles 110 and 111 of Law 4548/2018 (implementing the relevant provisions of the Shareholders Rights Directive II).

The Remuneration Report for the year 2019, in accordance with article 112 of Law 4548/2018, was submitted to the Annual Ordinary General Meeting of Shareholders held on 31.7.2020, which cast a positive vote on it.

The Report for the year 2019 will be available on the Bank's website for a time period of ten years, as

stipulated by Law, through the following link:  
<https://www.alpha.gr/en/group/corporate-governance>.

#### **6. 2021 Goals**

The main Corporate Governance goals for 2021, include but are not limited to those presented below:

- Review of the Bank's Corporate Governance documents
- Further enhancement of gender diversification in the Board of Directors and Management
- Provision of further specialized training for the Members of the Board of Directors
- Assessment of the effectiveness of the Bank's approach to corporate governance
- Integration of Environmental, Social, and Corporate Governance (ESG) principles and of sustainable finance goals into the Corporate Governance Framework and implementation thereof into the operation of the Bank.

### **C. RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS**

#### **1. 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.

The Credit Risk Committee (CRC) assesses the adequacy and efficiency of the credit risk management policy and procedures of the Bank and the Group and plans the required corrective actions.

The Assets-Liabilities Management Committee (ALCo) decides on matters regarding the management of Asset-



Liability and cash management issues, i.e. liquidity, hedging strategy, capital structure, proposals for new products/services or modification of existing products/services, products pricing, portfolios etc., assesses financial risks and decides on the risk hedging strategy and actions.

The Operational Risk and Internal Control Committee, established in 2020, takes cognizance of and decides on issues related to Operational Risk and the Internal Control Framework.

The Troubled Assets Committee (TAC) formulates, evaluates and approves the Wholesale and the Retail Banking NPE management strategy.

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

## 2. Internal Control System

The Internal Control System, on which the Bank places great emphasis, comprises all mechanisms and procedures relating to all the activities of the Bank and is designed to ensure:

- the consistent implementation of the business strategy with an effective utilization of the available resources,
- the identification and management of all risks undertaken to achieve business objectives,
- the completeness and the reliability of the data and information required for the accurate and timely determination of the financial situation of the 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 the three lines of defense model: 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 Audit Committee is responsible for the monitoring of financial reporting processes, the effective operation of the internal control and risk management systems as well as for the supervision and monitoring of the performance and independence of the Statutory Certified Auditors. The specific duties and responsibilities of the Audit Committee are set out in its Charter, which is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

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. In addition, in 2020 the Bank established the Operational Risk and Internal Control Committee, a Management Committee which, among other things, develops the Internal Control Framework on a continuous basis.

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, following a risk-based audit plan, and the activity performed by the Compliance Division.  
The audit plan of the Internal Audit Division is based on appropriate risk assessment techniques supplemented by any requests or decisions of the Audit Committee, along with regulatory framework requirements.
- b. On an annual basis by the Audit Committee of the Board of Directors, on the basis of the relevant data and information received through the year from the Internal Audit Division, the Compliance Division, the Risk Management Unit and the Management as well as on the basis of the findings and observations from the External Auditors and the Regulatory Authorities.  
In 2020, the Audit Committee evaluated the Internal Control System of the Bank for 2019, 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 Internal Control System of the Alpha Bank Group.



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.

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 all business and operational areas, in line with the regulatory framework, as well as policies to enforce a fully ethical culture, including a Code of Ethics and a Whistleblowing Policy.

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.

With regard to the financial reporting and accounting processes in particular, the Bank has in place policies and procedures established in accordance with the current legislation and the accounting standards in force, as defined in the International Financial Reporting Standards (IFRS), that have been adopted by the European Union, pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002. 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 for 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.

Accounting and control 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.

## 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.

In 2020, the Annual Ordinary General Meeting of Shareholders was held on 31.7.2020. The Bank, aiming to protect the Shareholders, its Employees and the public in general, applied all the precautionary safety measures for restricting the spread of Covid-19. It is pointed out that, due to the application of the precautionary safety measures for restricting the spread of Covid-19, no third parties, apart from the Shareholders and their proxies, were allowed to enter the Meeting area and no reception for the individuals present took place, as was customary.

The Annual Ordinary General Meeting of Shareholders of Alpha Bank was attended with regard to items 1, 2, 3, 4, 5, 6, 8, 9 and 10 of the agenda, in person or by proxy, by 326 Shareholders representing 49.12% of the voting share capital of the Bank, excluding the shares with voting rights issued in favor of the Hellenic Financial Stability Fund ("HFSF") (article 7a par. 3 of Law 3864/2010, as in force) and with regard to item 7 of the agenda, it was attended, in person or by proxy, by 327 Shareholders representing 54.70% of the voting share capital of the Bank including the shares with voting rights issued in favor of the HFSF.

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 2019 (1.1.2019 - 31.12.2019), 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 2019 (1.1.2019 - 31.12.2019) and discharge of the Statutory Certified Auditors for the financial year 2019, in accordance with article 117 of Law 4548/2018.
3. Election of Statutory Certified Auditors for the financial year 2020 (1.1.2020 - 31.12.2020) and approval of their remuneration.



4. Approval of the Members of the Board of Directors' remuneration for the financial year 2019 (1.1.2019 - 31.12.2019).
5. 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 2020 (1.1.2020 - 31.12.2020).
6. Deliberation and advisory vote on the Remuneration Report, in accordance with article 112 of Law 4548/2018.
7. Establishment of a stock options plan for Members of the Management and of the Personnel of the Bank and its affiliated companies, within the meaning of article 32 of Law 4308/2014, in the form of stock options rights by issuing new shares, in accordance with article 113 of Law 4548/2018 and granting of authorization to the Board of Directors to settle procedural issues and details.
8. (a) Announcement on the election of Members of the Board of Directors in replacement of Members who resigned  
(b) Appointment of Independent Members of the Board of Directors.  
(c) Composition of the Committees of the Board of Directors apart from the Audit Committee (for which see Item 9).
9. Composition of the Audit Committee.
10. 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.

The Resolutions adopted at the Ordinary General Meeting of Shareholders of 2020 have been 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 applies 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 in 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 (Institutional Shareholder Services) database. As a result, the Bank's ISS rating during 2020 regarding governance has improved from 6 to 4 (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 – Athens Stock Exchange (ATHEX), 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](http://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 31.12.2020, includes approximately **115,000** investors.

The breakdown of Alpha Bank shareholders on 31.12.2020 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

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.

The Board of Directors consists of no fewer than nine and no more than fifteen Members (only odd numbers are 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 the applicable legislation and the Relationship Framework Agreement (RFA) signed between the Bank 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 Law 4548/2018.

Pursuant to the Presubscription Agreement of May 28, 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 eleven, i.e. 84% 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 2020).

In accordance with the above-mentioned article of Law 3016/2002, at least two Non-Executive Members should also be Independent and in accordance with the HFSF Law (Law 3864/2010), as in force, at least three Members should be Independent. In the Board of Directors of the Bank, the respective number exceeds the minimum requirements set by laws and amounts to seven, i.e. 54% of the total.

Board of Directors Composition 2020



### During 2020, the following changes took place pertaining to the composition of the Board of Directors:

Following the resignation of Mr. Demetrios P. Mantzounis, Non-Executive Member of the Board of Directors and Mr. George C. Aronis, Executive Member of the Board of Directors, the General Meeting of Shareholders held on 31.7.2020:

- was informed that, in accordance with article 82 par. 1 of Law 4548/2018, the Board of Directors at its meeting held on 25.6.2020 proceeded with the election of Mr. Dimitris C. Tsitsiragos and Ms. Elanor R. Hardwick as Members of the Board of Directors of the Bank, effective as of 2.7.2020, in replacement of Mr. Demetrios P. Mantzounis and Mr. George C. Aronis who resigned on 31.12.2019 and 31.1.2020 respectively. Their tenure shall be equal to the remaining tenure of the Members who stepped down.
- approved the appointment of Mr. Dimitris C. Tsitsiragos and of Ms. Elanor R. Hardwick, who fulfill the independence conditions and criteria, according



to the applicable legal and regulatory framework, as Non-Executive Independent Members of the Board of Directors of the Bank. Their tenure shall be equal to the remainder of the tenure of the rest of the Members of the Board of Directors of the Bank, as this was determined during their election by the resolution of the Ordinary General Meeting of Shareholders dated 29.6.2018.

The Board of Directors was constituted into a body on 31.7.2020, in accordance with article 11 of the Articles of Incorporation.

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 to the Members at the end of the previous year.

The Minutes of the meetings of the Board of Directors and its Committees, on a regular basis, are signed at the next regular meeting of the Board of Directors or of the relevant Committee. During 2020 the meetings of the Board of Directors and its Committees took place via videoconference, due to precautionary and restraining safety measures for restricting the spread of Covid-19.

The Members of the Board of Directors comply with the stipulations of article 83 of Law 4261/2014 on the combination of directorships, as they do not hold more than one of the following combinations of directorships at the same time: (a) One Executive directorship and two Non-Executive directorships; (b) Four Non-Executive directorships, excluding directorships in organizations which do not pursue predominantly commercial objectives (e.g. non-profit, charities). Executive or Non-Executive directorships held within the same group are regarded as one directorship.

The Corporate Governance and Nominations Committee, at its meeting held in May 2020, after reviewing the independence criteria, confirmed that the Non-Executive Independent Members fulfill all the criteria for being Non-Executive Independent Members of the Board of Directors, in accordance with Law 3016/2002 on "Corporate Governance", the Articles of Incorporation and the Corporate Governance Code of the Bank, as in force.

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.

## 2. Composition of the Board of Directors

### Chair

**Vasileios T. Rapanos (Non-Executive Member)**

**Year of birth: 1947**

**Nationality: Hellenic**

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), 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). He has been the Chair of the Board of Directors of the Bank since May 2014.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

## EXECUTIVE MEMBERS

### CEO

**Vassilios E. Psaltis**

**Year of birth: 1968**

**Nationality: Hellenic**

He 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 Eitel 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.

**Number of Alpha Bank shares owned on 31.12.2020: 532**

#### **Spyros N. Filaretos**

**Year of birth: 1958**

**Nationality: Hellenic**

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. From October 2009 to November 2020 he served as Chief Operating Officer (COO). In December 2020 he was appointed General Manager – Growth and Innovation. He has been a Member of the Board of Directors of the Bank since 2005.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### **George C. Aronis ( until 31.1.2020 )**

**Year of birth: 1957**

**Nationality: Hellenic**

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**

**Year of birth: 1954**

**Nationality: Hellenic**

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 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 Fairfield-Maxwell Ltd (U.S.A.). He has been a Member of the Board of Directors of the Bank since May 2014. He is a Member of the Audit Committee and of the Corporate Governance and Nominations Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### **Artemios Ch. Theodoridis**

**Year of birth: 1959**

**Nationality: Hellenic**

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. From 2017 to November 2020, he supervised the Non-Performing Loans and the Treasury Management Business Units. In December 2020, he stepped down from the Management of the Bank and joined Cepal as Executive Chair. He has been a Member of the Board of Directors of the Bank since 2005.

**Number of Alpha Bank shares owned on 31.12.2020: 50,000**

### **NON-EXECUTIVE INDEPENDENT MEMBERS**

#### **Dimitris C. Tsitsiragos**

**Year of birth: 1963**

**Nationality: Hellenic**

He holds a BA in Economics from Rutgers University and an MBA from the George Washington University. He completed the World Bank Group Executive Development Program at the Harvard Business School. 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., USA (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 currently sits on the Board of Directors of Titan Cement International and serves as a Senior Advisor, Emerging Markets at Pacific Investment Management Company (PIMCO) in London, UK. He previously served as a non-executive independent Board member at the Infrastructure Development Finance Company (IDFC), India and at the Commercial Bank of Ceylon (CBC), Sri Lanka. He has been a Member of the Board of Directors of the Bank since July 2020. He is a Member of the Risk Management Committee and of the Remuneration Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### Jean L. Cheval

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**Year of birth: 1949**

**Nationality: French**

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. Additionally he holds a DEA (Diplôme d'Études Approfondies) in Statistics and a DEA in Applied Mathematics from the University of Paris VI. After starting his career at BIPE (Bureau d'Information et de Prévisions Économiques), he served in the French public sector (1978-1983) and then worked at Banque Indosuez-Crédit Agricole (1983-2001), wherein he held various senior management positions, including the positions of Chief Economist, Head of Corporate Planning and Head of Asset-based Finance and subsequently he became General Manager. He served as Chairman and CEO of the Banque Audi France (2002-2005) as well as Chairman of the Banque Audi Suisse (2002-2004). Furthermore, he served as Head of France at the Bank of Scotland (2005-2009). 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. 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. He has been a Member of the Board of

Directors of the Bank since June 2018. He is a Member of the Risk Management Committee and of the Remuneration Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### Carolyn G. Dittmeier

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**Year of birth: 1956**

**Nationality: Italian and US**

She holds a BSc in Economics from the Wharton School of the 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). 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). 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). She has been a Member of the Board of Directors of the Bank since January 2017 and is currently Chair of the Audit Committee and a Member of the Corporate Governance and Nominations Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### Richard R. Gildea

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**Year of birth: 1952**

**Nationality: British**

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, 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. 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. He has been a Member of the Board of Directors of the Bank since July 2016. He is the Chair of the Remuneration Committee and a Member of the Risk Management Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### **Elanor R. Hardwick**

**Year of birth: 1973**

**Nationality: British**

She holds an MA (Cantab) from the University of Cambridge and an MBA from the Harvard Business School. 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). 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 a non-executive member of the Board of Directors of Itiviti Group AB and as of January 2021 she is an external member of the Audit Committee of the University of Cambridge. She has been a Member of the Board of Directors of the Bank since July 2020. She is a Member of

the Audit Committee and of the Corporate Governance and Nominations Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### **Shahzad A. Shahbaz**

**Year of birth: 1960**

**Nationality: British**

He holds a BA in Economics from Oberlin College, Ohio, U.S.A. He has worked at various banks and investment 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 is also a member of the Board of Directors of El Corte Inglés and of Seafox. He has been a Member of the Board of Directors of the Bank since May 2014. He is the Chair of the Corporate Governance and Nominations Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

#### **Jan A. Vanhevel**

**Year of birth: 1948**

**Nationality: Belgian**

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 a private industrial multinational company and of a private equity company. He has been a Member of the Board of Directors of the Bank since April 2016. He is the Chair of



the Risk Management Committee and a Member of the Audit Committee.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

**NON-EXECUTIVE MEMBER PURSUANT  
to the provisions of Law 3864/2010**

**Johannes Herman Frederik G. Umbgrove**

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**Year of birth: 1961**

**Nationality: Dutch**

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). Additionally, he attended the IN-BOARD Non-Executive Directors Program at INSEAD. 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 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, of the Related Party Transactions Committee and of the Supervisory Board Credit Committee of Demir Halk Bank N.V. Furthermore, he has been an independent member of the Supervisory Board of Lloyds Bank GmbH since December 2019. He has been a Non-Executive Member of the Board of Directors of the Bank, representing the Hellenic Financial Stability Fund, since April 2018. He is a Member of all the Committees of the Board of Directors.

**Number of Alpha Bank shares owned on 31.12.2020: 0**

**Secretary**

**George P. Triantafyllides**

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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.

**3. Profile of the Board of Directors and Committee Membership for the year 2020**

Board of Directors	Gender	Age	Tenure	Term ends	Committees			
					Audit	Risk Management	Remuneration	Corporate Governance and Nominations
<b>Chair (Non-Executive Member)</b>								
Vasileios T. Rapanos	M	73	6	2022	-	-	-	-
<b>Executive Members</b>								
Vassilios E. Psaltis	CEO	M	52	2	2022	-	-	-
Spyros N. Filaretos	General Manager	M	62	15	2022	-	-	-
George C. Aronis <sup>1</sup>		M	63	9	2022	-	-	-
<b>Non-Executive Members</b>								
Efthimios O. Vidalis	M	66	6	2022	M	-	-	M
Artemios Ch. Theodoridis <sup>2</sup>	M	61	15	2022	-	-	-	-
<b>Non-Executive Independent Members</b>								
Dimitris C. Tsitsiragos	M	57	6 months	2022		M	M	
Jean L. Cheval	M	71	2	2022	-	M	M	-
Carolyn G. Dittmeier	F	64	3	2022	C	-	-	M
Richard R. Gildea	M	68	4	2022	-	M	C	-
Elanor R. Hardwick	F	47	6 months	2022	M	-	-	M
Shahzad A. Shahbaz	M	60	6	2022	-	-	-	C
Jan A. Vanhevel	M	72	4	2022	M	C	-	-
<b>Non-Executive Member (pursuant to the provisions of Law 3864/2010)</b>								
Johannes Herman Frederik G. Umbgrove	M	59	2	2022	M	M	M	M

C: Chair / M: Member / - : The Member does not participate in this Committee

<sup>1</sup> Member of the Board of Directors until 31.1.2020

<sup>2</sup> Executive Member until 1.12.2020 and Non-Executive Member as of 1.12.2020

**4. Board and Committees attendance**

In 2020, the Board of Directors convened twenty one (21) times. The average participation rate of the Members of the Board of Directors in the meetings stood at 98% (based on the composition of the Board of Directors on 31.12.2020).

**Board Meetings Average Attendance**

98%

The Board has established an attendance objective which stipulates that the Members should attend more than 85% of the Board of Directors meetings physically or by

videoconference/teleconference. 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>).

**5. 2020 Board Members' Individual Attendance Rates at Meetings**

Board of Directors		Audit Committee	Risk Management Committee	Remuneration Committee	Corporate Governance and Nominations Committee
<b>Number of meetings</b>	<b>21</b>	<b>13</b>	<b>12</b>	<b>12</b>	<b>11</b>
<b>Chair (Non-Executive Member)</b>					
Vasileios T. Rapanos	100%	-	-	-	-
<b>Executive Members</b>					
Vassilios E. Psaltis CEO	100%	-	-	-	-
Spyros N. Filaretos General Manager	100%	-	-	-	-
George C. Aronis <sup>1</sup>	100%	-	-	-	-
<b>Non-Executive Members</b>					
Efthimios O. Vidalis <sup>2</sup>	100%	100%	-	86%	100%
Artemios Ch. Theodoridis <sup>3</sup>	95%	-	-	-	-
<b>Non-Executive Independent Members</b>					
Dimitris C. Tsitsiragos <sup>4</sup>	100%	-	100%	100%	-
Jean L. Cheval <sup>5</sup>	95%	100%	100%	100%	100%
Carolyn G. Dittmeier <sup>6</sup>	95%	100% / C	86%	-	100%
Richard R. Gildea	100%	-	100%	100% / C	-
Elanor R. Hardwick <sup>7</sup>	100%	100%	-	-	100%
Shahzad A. Shahbaz	86%	-	-	-	100% / C
Jan A. Vanhevel	100%	100%	100% / C	-	-
<b>Non-Executive Member (pursuant to the provisions of Law 3864/2010)</b>					
Johannes Herman Frederik G. Umbgrove	95%	85%	83%	92%	100%
C: Chair / - : The Member does not participate in this Committee					
<sup>1</sup> Member until 31.1.2020					
<sup>2</sup> Member of the Remuneration Committee until 31.7.2020					
<sup>3</sup> Executive Member until 1.12.2020 and Non-Executive Member as of 1.12.2020					
<sup>4</sup> Non-Executive Member of the Board of Directors from 2.7.2020 until 31.7.2020 and Non-Executive Independent Member of the Board of Directors as of 31.7.2020					
- Member of the Risk Management Committee as of 31.7.2020					
- Member of the Remuneration Committee as of 31.7.2020					
<sup>5</sup> - Member of the Risk Management Committee as of 31.7.2020					
- Member of the Audit Committee until 31.7.2020					
- Member of the Corporate Governance and Nominations Committee until 31.7.2020					
<sup>6</sup> - Member of the Corporate Governance and Nominations Committee as of 31.7.2020					
- Member of the Risk Management Committee until 31.7.2020					
<sup>7</sup> Non-Executive Member of the Board of Directors from 2.7.2020 until 31.7.2020 and Non-Executive Independent Member of the Board of Directors as of 31.7.2020					
- Member of the Audit Committee as of 31.7.2020					
- Member of the Corporate Governance and Nominations Committee as of 31.7.2020					



## 6. Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders

The Bank has adopted the Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders (the “Policy”) which sets the principles and the framework for the selection, appointment and re-appointment of Members of the Board of Directors as well as the criteria to be used in their assessment. It also addresses the appointment and re-appointment of the Key Function Holders of the Bank, i.e. the Chief Financial Officer, the Chief Risk Officer, the Head of the Internal Audit Division and the Head of the Compliance Division.

The Policy complies with the legislative and regulatory framework in force, including the relevant Joint ESMA and EBA Guidelines on “the assessment of the suitability of members of the management body and key function holders”, as well as with European best practices in corporate governance. It also meets the requirements stipulated in the Relationship Framework Agreement (RFA) signed between the Bank and the Hellenic Financial Stability Fund (HFSF).

The objectives of the Policy are to:

- Set general principles that provide guidance to the Corporate Governance and Nominations Committee (the “CGNC”) and its Chair on selecting, vetting and proposing candidates to the Board of Directors.
- Set criteria for the selection and suitability assessment of Board of Directors candidates.
- Set criteria for the assessment of the ongoing individual suitability of the Members of the Board of Directors as well as the collective suitability of the Board of Directors.
- Set criteria for the selection and the appointment of Key Function Holders.
- Establish a transparent, effective and time-efficient suitability and nomination process.

The Policy is approved by the Board of Directors and reviewed annually by the Corporate Governance and Nominations Committee.

The CGNC will not propose candidates which it deems not suitable to become Members of the Board of Directors according to the criteria set out in the Policy. Suitability is determined in relation to the Policy’s criteria for candidates (fit and proper and general suitability) and current composition needs. For the purposes of the Policy, it is defined as the degree to which an individual is deemed to have good repute and to have, individually and collectively with other individuals, adequate knowledge, skills and experience to perform his/her

duties. Suitability also covers the honesty, integrity and independence of mind of each individual and his or her ability to commit sufficient time to perform his or her duties.

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

## 7. External 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 2019, was conducted by Nestor Advisors Limited, 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 main highlights of the overall evaluation for the year 2019 are the following:

- The Board of Directors’ overall score has increased considerably compared to 2018 and 2017.
- The effectiveness of the Committees of the Board of Directors is the highest scoring area, showing a significant improvement compared to 2018.

Additionally, 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.

#### **8. Reassessment of the Board Members' collective suitability based on ESMA/EBA Guidelines**

During 2020, 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 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 completed the Collective Suitability Matrix of the Joint ESMA/EBA Guidelines based on the Individual Self Assessments and 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.

#### **9. Cooperation of the Non-Executive Members with the Executive Members**

The Non-Executive Members of the Board of Directors reviewed issues of potential conflict of interests between the Bank and the Executive Members.

Additionally, the good cooperation between all the Executive Members of the Board of Directors and their Non-Executive peers was highlighted.

The Executive Members stand out for their professional expertise, their quality of character, their integrity and their team spirit. They devote sufficient time and demonstrate the required commitment in order to fully comply with the constantly increasing regulatory reporting requirements.

The Non-Executive Members of the Board of Directors expressed their satisfaction to the Executive Members about their positive contribution to the management of the Bank.

#### **10. Induction and Training**

##### **10.1 Induction and Training Policy for the Members of the Board of Directors**

The Induction and Training Policy for the Members of the Board of Directors sets the principles and the approach for the induction and training programs addressed to the Members of the Board of Directors in accordance with the legislative and regulatory framework in force, including the relevant Joint ESMA and EBA Guidelines on "the assessment of the suitability of members of the management body and key function holders", as well as with European best practices in corporate governance.

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

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

- facilitate the Board of Directors' clear understanding of the Bank's structure, business model, risk profile and governance arrangements as well as the role of the Member(s) within them,
- facilitate the Board of Directors' clear understanding of the international, European and national economic and regulatory developments in the financial sector and their impact on the Bank,
- promote the Board of Directors' awareness regarding the benefits of diversity in the Board of Directors and the Bank, and
- improve the skills, knowledge or competence of the Members of the Board of Directors to fulfil their responsibilities on an ongoing or on an ad hoc basis.



## 10.2. 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 informative sessions.

During 2020 and in accordance with the Induction and Training Policy for the Members of the Board of Directors, an Induction Program for the new Members of the Board of Directors, Mr. D.C. Tsitsiragos and Ms. E.R. Hardwick, took place. During this Induction Program the new Members also met with the Chair of the Board of Directors, the CEO, General Managers, Executive General Managers and the Secretary of the Board of Directors.

Additionally, 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.

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.

## 11. 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.

Four Committees operate at Board level, namely the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Corporate Governance and Nominations Committee. Each Committee consists of no fewer than three Members and shall be deemed in quorum when at least three Members are present, whether physically or by teleconference.

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. The Chairs of the Committees are Non-Executive Independent Members of the Board of Directors. They may be assisted in their work by other persons, including external advisors.

The major focus of the Committees is placed on the oversight and diligence of policies, practices and procedures within their specific area of 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

The Board of Directors, at its meeting held on 23.11.1995, resolved on the establishment of an Audit Committee for Alpha Bank and the Group Companies. The Audit Committee of the Bank currently constitutes a Committee of the Board of Directors and the Members were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31.7.2020.

Chair:	Carolyn G. Dittmeier
Number of Members:	5
Number of meetings in 2020:	13
Average participation rate of the Members:	97.5% (based on the Committee's composition on 31.12.2020)

### Audit Committee Composition



*(Based on the composition of the Audit Committee on 31.12.2020)*

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

The Committee:

- Performs the oversight of the financial reporting processes and procedures for drawing up the Annual and the Interim Financial Statements of the 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.
- Oversees the establishment of accounting policies and focuses on the compliance with the accounting principles and practices.
  - 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, a procedure 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.
- The specific duties and responsibilities of the Audit Committee are set out in its Charter, which is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).
- During 2020 the main activities of the Committee, among others, were the following:
- The Committee:
- Evaluated the following annual reports for the year 2019 which were submitted to the Bank of Greece:
    - the Regulatory Compliance Report,
    - the evaluation of the adequacy and effectiveness of the Anti-Money Laundering and Combating the Financing of Terrorism Policy,
    - the evaluation of the adequacy and effectiveness of the Internal Control System of the Alpha Bank Group by the Internal Audit Division,
    - the Independent Assessment Report regarding the custody of Alpha Bank customer assets.
  - Reviewed the report conducted by an external auditor for the "Evaluation of the System of Internal Controls of Alpha Bank and the Group for the years 2017-2019", in accordance with the Bank of Greece Governor's Act 2577/2006 and submitted it to the Bank of Greece. The Committee was also informed of the external auditor's report on the External Quality Assessment (EQA) of the Internal Audit Division.
  - Was informed of the monthly and the quarterly activity reports of the Internal Audit Division and the Compliance Division, based on the annual plans previously endorsed by the Committee.
  - Was informed about the re-assessment of the annual audit plan of the Internal Audit Division, in light of the Covid-19 pandemic, and reviewed the incorporation therein of newly-emerged risks, following a risk-based approach. In the context of the Covid-19 pandemic, the Bank adjusted its way of operations in order to ensure business continuity, to comply with emergency state requirements and to ensure the safety of its Personnel. The Internal Audit Division assessed the emerging risks and the impact on the Bank's control environment and responded with new audits and adjustments to the Group Annual Audit Plan, in accordance with the respective standards. In particular, the Internal Audit Division successfully performed a mid-year high-level risk assessment in order to incorporate the emerging risks of Covid-19.
  - Reviewed the general evaluation conducted by a well-known advisory firm regarding the compliance perimeter and the overall scope of activities.
  - Submitted to the Board of Directors for approval the fees of Deloitte Certified Public Accountants S.A. and of SOL S.A. for the statutory audit of the Financial Statements of the Bank and the Group Companies for the year 2020.
  - Reviewed the annual Financial Statements preparation for the Bank and the Group for the year 2019 as well as the quarterly Financial Statements of the Group and the semi-annual Financial Statements for the Bank and the Group for the year 2020, prior to



their submission to the Board of Directors for approval.

- Monitored the impact of the Covid-19 pandemic on the Financial Statements of the Bank and the Group as well as on the quarterly progress reports of the Internal Audit Division and of the Compliance Division.
- Was informed of the impact of Covid-19 on operational risk.
- Performed the oversight of the Statutory Certified Auditors' (Deloitte) activity, performance and independence and reviewed the Statutory Certified Auditors' Audit Plan for 2020.
- Monitored 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.
- Monitored the procedure followed for the drafting of the Non-Financial Report and the Corporate Responsibility Report.
- Supervised the selection process of the new Head of Internal Audit and assisted the Remuneration Committee regarding her remuneration.
- Reviewed the organization, independence and capacity of the Internal Audit Division and the Compliance Division.
- Was updated on the Whistleblowing Committee meetings.
- Acquired a full understanding of the Risk Management Unit through the participation of some of its Members in the Risk Management Committee and reviewed the operational risk reports with regard to the relevant impact on the Internal Control System.

Regarding the Subsidiaries, the Committee:

- Met on a regular basis with the Subsidiaries' Audit Committees and reviewed their Annual and Semi-Annual Activity Reports regarding the fulfillment of their responsibilities.

### Risk Management Committee

The Board of Directors, at its meeting held on 19.9.2006, resolved on the establishment of a Risk Management Committee for Alpha Bank and the Group Companies. The Members of the current Risk Management Committee of the Bank were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31.7.2020.

Chair:	Jan A. Vanhevel
Number of Members:	5
Number of meetings in 2020:	12
Average participation rate of the Members:	95% (based on the Committee's composition on 31.12.2020)

### Risk Management Committee Composition



- 80% Non-Executive Independent Members
- 20% Non-Executive Members

*(Based on the composition of the Risk Management Committee on 31.12.2020)*

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

The Committee:

- Assists the Board of Directors in promoting a sound risk culture at all levels throughout the 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, ensuring alignment with the Group's strategic objectives and capital allocation. In this context, the Committee sets the Bank's risk capacity, portfolio limits and tolerance in all key areas of the Bank's activity.
- 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 Internal Capital Adequacy Assessment Process (ICAAP)



and the Internal Liquidity Adequacy Assessment Process (ILAAP) as well as the 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 (SREP) conclusions.
- Reviews and recommends to the Board of Directors for approval the Group's Risk Policies.

At least one Member of the Committee 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 set out in its Charter, which is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

During 2020 the main activities of the Committee, among others, were the following:

The Committee:

- Endorsed and proposed to the Board of Directors the approval of:
  - the new Lending Policy for the businesses affected by the Covid-19 pandemic,
  - the updated Group Loan Impairment Policy and the new Group Loan Default Classification Policy.
- Was informed of the loans eligible for payment moratoria due to the Covid-19 pandemic and implementations thereof.
- Was updated on the ICAAP/ILAAP submission to the Single Supervisory Mechanism (SSM).
- Was updated on the SREP results and the SREP Action Plan.
- Was informed of the Group Recovery Plan Assessment by the European Central Bank (ECB).
- Was informed of the Group Resolution Plan as well as of the Single Resolution Board (SRB) Action Plan and Working Priorities.
- Was updated on the Group's activity in terms of Real Estate Owned (REO) properties.

- Reviewed the implementation of the carve-out of the Wholesale and Retail Non-Performing Loans (NPLs) to Cepal.
- Reviewed the Letters on the "Operational Capacity to Deal with Distressed Debtors in the Context of the Covid-19 Pandemic" as well as on the "Coordinated statement on operational resilience" and on the "Identification and Measurement of Credit Risk in the Context of the Covid-19 Pandemic" sent by Mr. A. Enria, Chair of the Supervisory Board of the ECB.

Regarding the Subsidiaries, the Committee reviewed:

- the 2019 Annual and the 2020 Semi-Annual Activity Reports prepared by the Risk Management Committees of the Subsidiaries.

#### Joint Meeting of the Audit Committee and the Risk Management Committee

Number of meetings in 2020:	9
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Responsibilities:

- Oversight of certain key areas of risk and capital management and their repercussions on the Internal Control System.
- Review of issues relevant to the remediation plans related to regulatory/supervisory assessments, operational risk and other issues of importance and common interest.

During 2020 the Members of the Audit Committee and the Risk Management Committee:

- Were informed about the Bank's Data Governance Framework.
- Discussed the Single Supervisory Mechanism (SSM)'s On-Site Inspection (OSI) results regarding the IFRS 9 collective provisioning framework for SMEs. Subsequently, they endorsed the Bank's respective Action Plan and resolved to submit it to the Board of Directors for approval.
- Endorsed the Bank's response to the Letter sent by Mr. A. Enria, Chair of the Supervisory Board of the ECB on the "Operational Capacity to Deal with Distressed Debtors in the Context of the Covid-19 Pandemic" and proposed its approval by the Board of Directors.
- Endorsed the updated Write-off Policy and proposed its approval by the Board of Directors.
- Participated in a materiality analysis process, in the context of the 2020 Corporate Responsibility Report, in order to obtain an in-depth understanding of the individual areas identified by prior analyses conducted by the Management and to perform scoring on the basis of each Member's perception of the significance



and maturity of the Company processes for each. The process followed the GRI (Global Reporting Initiative) guidelines.

### Remuneration Committee

The Board of Directors, at its meeting held on 23.11.1995, resolved on the establishment of a Remuneration Committee for Alpha Bank. At the Board of Directors meeting held on 31.5.2012, the Committee's responsibilities were expanded to cover the Group Companies. The Members of the current Remuneration Committee of the Bank were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31.7.2020.

Chair:	Richard R. Gildea
Number of Members:	4
Number of meetings in 2020:	12
Average participation rate of the Members:	96% (based on the Committee's composition on 31.12.2020)

### Remuneration Committee Composition



■ 75% Non-Executive Independent Members

■ 25% Non-Executive Members

*(Based on the composition of the Remuneration Committee on 31.12.2020)*

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

The Committee:

- Assists the Board of Directors in ensuring that the 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.
- Recommends to the Non-Executive Members the remuneration of the Members of the Board of Directors.
- Reviews and advises on fixed salaries, benefits and the total compensation within the Bank.
- 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.

- 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 of the Committee should have sufficient professional experience in risk management.

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

During 2020 the main activities of the Committee, among others, were the following:

The Committee:

- reviewed and proposed to the Board of Directors the approval of:
  - the Senior Executives Severance Payment Policy,
  - the amendment to the Savings Plan for Senior Executives of the Bank,
  - the Remuneration Policy for Alpha Bank and the other Group Companies,
  - the Benefits and Corporate Expenses Policy for Alpha Bank and the other Group Companies,
  - the Expenses Policy for the Non-Executive Members of the Board of Directors.
- endorsed, as part of the material to be submitted to the Ordinary General Meeting of Shareholders, the Remuneration Report as per Law 4548/2018.
- endorsed and recommended to the Board of Directors the approval of the Stock Options Plan Regulation.
- endorsed and recommended to the Board of Directors the approval of the 2019 Sales Incentive Program Bonus Allocation to Branch Employees as well as the 2020 Sales Incentive Program Bonus Pool Allocation.
- endorsed and recommended to the Board of Directors the approval of the 2019 Performance Incentive Program Bonus Allocation to Division Employees.
- reviewed the 2019 Performance Evaluation of the Bank's Senior Executives and Key Function Holders as well as the 2020 Evaluation Scorecards of the General Managers and of the Key Function Holders.

Regarding the Subsidiaries, the Committee reviewed:

- the Annual Activity Reports for the year 2019 of the Remuneration Committees of Subsidiaries.



- the annual remuneration amounts of the Non-Executive Members of the Boards of Directors of Subsidiaries for the year 2019.

### Corporate Governance and Nominations Committee

The Board of Directors, at its meeting held on 27.6.2014, resolved on the establishment of a Corporate Governance and Nominations Committee for Alpha Bank and the Group Companies. The Members of the current Corporate Governance and Nominations Committee of the Bank were appointed by a resolution of the Annual Ordinary General Meeting of Shareholders of 31.7.2020.

Chair:	Shahzad A. Shahbaz
Number of Members:	5
Number of meetings in 2020:	11
Average participation rate of the Members:	100% (based on the Committee's composition on 31.12.2020)

### Corporate Governance and Nominations Committee Composition



- 60% Non-Executive Independent Members
- 40% Non-Executive Members

*(Based on the composition of the Corporate Governance and Nominations Committee on 31.12.2020)*

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

The Committee:

- 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.

- 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 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 set out in its Charter, which is posted on the Bank's website (<https://www.alpha.gr/en/group/corporate-governance/committees>).

During 2020 the main activities of the Committee, among others, were the following:

The Committee:

- reviewed and proposed to the Board of Directors the approval of:
  - the Corporate Governance Code,
  - the Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders,
  - the Suitability and Nomination Process for the Members of the Board of Directors,
  - the Diversity Policy,
  - the Induction and Training Policy for the Members of the Board of Directors,
  - the Corporate Governance Statement for the year 2019.



- recommended to the Board of Directors the appointment of Mr. D.C. Tsitsiragos and Ms. E.R. Hardwick.
- proposed to the Board of Directors the approval of a new structure of the Management Committees.
- proposed to the Board of Directors the appointment of Ms. A.C. Sakellariou as General Manager - Chief Transformation Officer and of Mr. S.N. Mytilinaios as General Manager - Chief Operating Officer (COO) as well as their appointment as Members of the Executive Committee.
- recommended to the Board of Directors the approval of changes to the Organizational Chart of the Bank.

Regarding the Subsidiaries, the Committee reviewed:

- the 2019 Annual and the 2020 Semi-Annual Activity Reports of the Subsidiaries' Nomination Committees and Boards of Directors.
- the composition of the Subsidiaries' Boards of Directors and their Committees.

#### Non-Executive Members' Meeting

Number of meetings in 2020:	4
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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 its implementation.

## F. MANAGEMENT COMMITTEES

### 1. Executive Committee

In accordance with Law 4548/2018, the Board of Directors has established 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 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,
- monitors the performance of each Business Unit and Subsidiary of the Bank against the Budget and ensures that corrective measures are taken,
- reviews and approves the policies of the Bank, informing the Board of Directors accordingly,
- 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,
- 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.

The composition of the Executive Committee of the Bank as of 1.12.2020 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
S.A. Oprescu	General Manager of International Network
N.V. Salakas	General Manager – Chief Legal and Governance Officer
I.M. Emiris	General Manager of Wholesale Banking
I.S. Passas	General Manager of Retail Banking
A.C. Sakellariou	General Manager – Chief Transformation Officer
S.N. Mytilinaios	General Manager – Chief Operating Officer

#### Chair

#### Vassilios E. Psaltis - CEO

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.

#### **Member**

##### **Spyros N. Filaretos - General Manager – Growth and Innovation**

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. As of December 2020 he is General Manager – Growth and Innovation.

#### **Member**

##### **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 Chief Risk Officer.

#### **Member**

##### **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 1.7.2013 he was appointed Executive General Manager of the Bank and has contributed to the implementation of the Group's Restructuring Plan, the capital strengthening of the Bank, the design and closing of mergers, acquisitions and portfolio transactions. On 2.1.2019 he was appointed as General Manager and CFO for the Group. During his career he served as Chairman and member in the Board of Directors of various group companies, in Greece and abroad, in banking, insurance, financial services, industry and real estate sectors.

#### **Member**

##### **Sergiu – Bogdan A. Oprea - General Manager of International Network**

He was born in 1963. He holds a 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 is currently President of the Board of Directors of the Romanian Association of Banks. On 11.2.2019 he was also appointed as General Manager of International Network of the Bank.

#### **Member**

##### **Nikolaos V. Salakas - General Manager – Chief Legal and Governance Officer**

He was born in 1972. He has studied Law at the National and Kapodistrian University of Athens and holds a postgraduate degree (LL.M. in International Business Law) from the University College London. He is joining the Bank after having worked for Koutalidis Law Firm, where he was leading the Banking and Finance Department as of 2010. He has more than 20 years of experience in domestic and international Banking, Financing, Restructuring and Securities transactions and he is ranked amongst the leading Greek lawyers by the IFLR, Legal 500 and Chambers and Partners. He has supported Alpha Bank in regulatory, M&A, strategic and finance transactions since 1999. On 1.3.2019 he was appointed as General Manager – Chief Legal and Governance Officer of the Bank.

**Member****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 5.11.2014, he was appointed Executive General Manager of the Bank and on 19.11.2019 he was appointed General Manager of Wholesale Banking.

**Member****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, an MBA from at 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 Advisor 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 4.1.2016, he was appointed Executive General Manager of the Bank and on 19.11.2019 he was appointed General Manager of Retail Banking.

**Member****Anastasia Ch. Sakellariou - General Manager – Chief Transformation Officer**

She was born in 1973. She holds postgraduate degrees from the University of Reading in International Banking and from the University of Warwick in International Studies. 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 the Hellenic Financial Stability Fund 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 1.4.2020 she was appointed General Manager – Chief Transformation Officer.

**Member****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 has been 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 1.12.2020 he was appointed General Manager – Chief Operating Officer of the Bank.

**2. General Manager-level Management Committees****2.1 Operational Risk and Internal Control Committee**

Frequency:	At least quarterly
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The Committee:

- takes cognizance of and decides upon issues related to Operational Risk and the Internal Control Framework.

**2.2 Credit Risk Committee**

Frequency:	Every month
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The Committee:

- assesses the adequacy and efficiency of the credit risk management policy and procedures of the Bank and the Group and plans the required corrective actions.

**2.3 Troubled Assets Committee**

Frequency:	At least quarterly
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The Committee:



- formulates, evaluates and approves the Wholesale and the Retail Banking NPE management strategy.

#### 2.4 Assets-Liabilities Management Committee (ALCo)

Frequency:	Once a fortnight
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The Committee:

- Decides on matters regarding the management of Asset-Liability and cash management issues, i.e. liquidity, hedging strategy, capital structure, proposals for new products/services or modification of existing products/services, products pricing, portfolios, etc.
- Assesses financial risks and decides on the risk hedging strategy and actions.

#### 2.5 REO Committee I

Frequency:	Quarterly
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The Committee:

- determines and monitors the strategy of acquisition, management, development and sale of Real Estate which is either under the Bank's or the Group's ownership, or is examined to be acquired by the Bank or the Group.

#### 2.6 Cost Control Committee

Frequency:	Once a fortnight
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The Committee:

- approves the cost control policies,
- validates the proposed CapEx/OpEx budget prior to its submission to the Executive Committee for approval and the formulation proposal for the projects portfolio,
- examines and approves expense requests/projects' costs within the Committees' limits,
- reviews the cost evolution versus the Budget as well as mitigation actions in case of overruns,
- evaluates proposals on cost containment initiatives,
- assesses options to promote the Bank's cost-efficient operation and
- validates cost allocation rules among the Bank's Business Units.

#### 2.7 Credit Committee I

Frequency:	At least twice a week
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The Committee:

- decides, within its delegation limits on the following:

- Credit requests to companies or groups of connected companies, under the supervision of the General Manager of Wholesale Banking.
- Risk issues of Credit Institutions, Central Governments, Transnational Organizations and Mediators under the responsibility of the Divisions supervised by the Executive General Manager of Treasury Management.
- Retail Banking credit requests for new credits and periodic reviews of credit limits.
- Credit requests of Individuals for personal/consumer and housing loans, for which an application is submitted through the Private Banking Division.
- Credit requests of companies or groups of connected companies, with performing exposures under the management of the Private Banking Division.
- Lending to companies or groups of connected companies of the International Network with Performing Exposures.

#### 2.8 Arrears Committee I

Frequency:	At least once a week
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The Committee:

- decides on Customers' requests under the management of the Arrears Units in Greece and in the countries where the Group operates, regarding the following portfolios:
  - Wholesale Banking – Greece,
  - Retail Banking - Greece and
  - Wholesale Banking - International Network.

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

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 Employees in accordance with the legislative and regulatory framework in force, including the relevant Joint ESMA and EBA Guidelines on “the assessment of the suitability of members of the management body and key function holders” as well as with European best practices in corporate governance.

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 Employees, to achieve a variety of views and experiences and to facilitate independent opinions.

### 1. Board of Directors

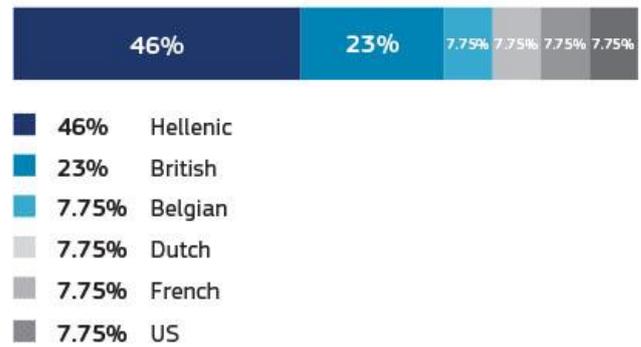
Taking into account the existing framework, the Bank embraces the benefits of having a diverse Board of Directors. It recognizes that diversity can help achieve maximum team performance and effectiveness, enhance innovation and creativity and promote critical thinking and team cooperation within the 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.

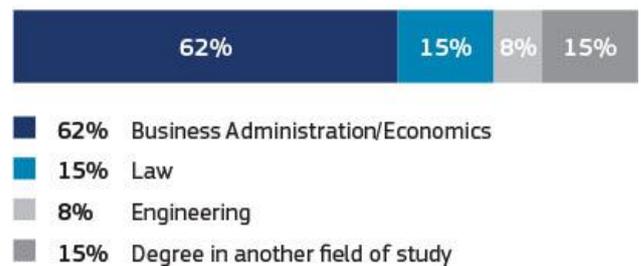
At least the following diversity aspects shall be taken into consideration for all Board appointments, without prejudice to the legislative and regulatory framework and to the Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders:

- **Educational and professional background, skills and knowledge as well as experience** in accordance with the Suitability and Nomination Policy for the Members of the Board of Directors and Key Function Holders.
- **Gender:** The Bank strives to enhance gender diversity in its Board of Directors and Senior Management.
- **Age:** the same applies to age, as the time period in which a person has grown up influences his or her values and risk culture.
- **Geographical provenance:** the region where a person has gained a cultural, educational or professional background. Diversity regarding geographical provenance improves the experience of the Board of Directors with regard to the business activities pursued in a business area and enables the Board of Directors to better take into account the cultural values and the legal and market specificities relevant to those areas.

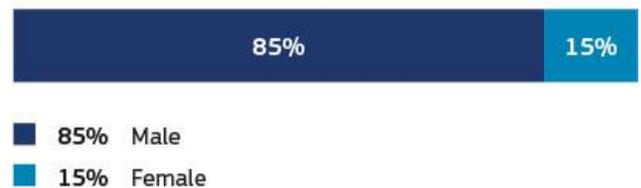
### Nationality of the Members of the Board of Directors



### Educational Profiles of the Members of the Board of Directors



### Gender Diversity



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.

#### Age Range



■ 38.5% 45 - 60

■ 38.5% 61 - 70

■ 23% over 70

## 2. Employees

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 31.12.2020

Gender	Age Breakdown as of 31.12.2020				Percentage(%)
	26-40	41-50	51+	Total	
Male	30	196	161	387	63.13
Female	10	131	85	226	36.87
<b>Total:</b>	<b>40</b>	<b>327</b>	<b>246</b>	<b>613</b>	<b>100</b>
Percentage (%)	6.53	53.34	40.13	100	

Educational level	Breakdown as of 31.12.2020	Percentage(%)
Postgraduate Studies (Master's, PhD)	289	47.15
Tertiary Education (graduates of Universities or Technological Education Institutes)	174	28.38
High School (Lyceum) graduates	150	24.47
<b>Total</b>	<b>613</b>	<b>100</b>

\* 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 2020 the highest percentage, i.e. 47%.

## H. 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, Bank of Greece Executive Committee 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 or exceeds the business plan, (ii) to discourage excess risk taking across all lines of business and (iii) to lessen 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.



Fixed remuneration takes into account the implementation of the provisions of labor law and the collective labor agreements (at national, sectoral, bank level). In addition, in order to ensure that the Bank can attract from the market, or maintain highly skilled key Employees and Executives, it also takes into consideration market trends and dynamics. A key factor in defining the fixed remuneration is the seniority level of each position as well as an assessment of its significance. This is achieved by applying an analysis, description and evaluation of job positions across the Bank in order to establish an objective and fair Remuneration Policy.

Insofar as variable remuneration is concerned, 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 the goals set, which include financial results and KPIs, operational efficiency, customer relations and people management. Variable remuneration is considered a necessary tool of Human Resources Management and is required for attracting and/or keeping key Employees and Executives at Bank and Group level, thus contributing significantly to the achievement of the long-term business objectives.

As of 2010, however, payment of any performance-related reward (bonus) to the Members of the Board of Directors, General Managers and Deputy General Managers is prohibited by the statutory provisions of the HFSF Law (Law 3864/2010).

**2. Remuneration of the Non-Executive Members of the Board of Directors for the year 2020**

(Amounts in Euro)

Members of the Board of Directors	Total Members' remuneration	Committees			
		Audit	Risk Management	Remuneration	Corporate Governance and Nominations
<b>Chair (Non-Executive Member)</b>					
Vasileios T. Rapanos	259,000.00	-	-	-	-
<b>Non-Executive Members</b>					
Efthimios O. Vidalis <sup>1</sup>	103,791.67	M	-	-	M
<b>Non-Executive Independent Members</b>					
Dimitris C. Tsitsiragos <sup>2</sup>	45,125.00	-	M	M	-
Jean L. Cheval <sup>3</sup>	103,791.67	-	M	M	-
Carolyn G. Dittmeier <sup>4</sup>	128,791.67	C	-	-	M
Richard R. Gildea	109,000.00	-	M	C	-
Elanor R. Hardwick <sup>5</sup>	45,125.00	M	-	-	M
Shahzad A. Shahbaz	84,000.00	-	-	-	C
Jan A. Vanhevel	134,000.00	M	C	-	-
<b>Non-Executive Member (pursuant to the provisions of Law 3864/2010)</b>					
Johannes Herman Frederik G. Umbgrove	109,000.00	M	M	M	M
<b>Total</b>	<b>1,121,625.00</b>				
C: Chair / M: Member / - : The Member does not participate in this Committee					
<sup>1</sup> Member of the Remuneration Committee until 31.7.2020					
<sup>2</sup> Non-Executive Member of the Board of Directors from 2.7.2020 until 31.7.2020 and Non-Executive Independent Member of the Board of Directors as of 31.7.2020					
- Member of the Risk Management Committee as of 31.7.2020					
- Member of the Remuneration Committee as of 31.7.2020					
<sup>3</sup> - Member of the Risk Management Committee as of 31.7.2020					
- Member of the Audit Committee until 31.7.2020					
- Member of the Corporate Governance and Nominations Committee until 31.7.2020					
<sup>4</sup> - Member of the Corporate Governance and Nominations Committee as of 31.7.2020					
- Member of the Risk Management Committee until 31.7.2020					
<sup>5</sup> Non-Executive Member of the Board of Directors from 2.7.2020 until 31.7.2020 and Non-Executive Independent Member of the Board of Directors as of 31.7.2020					
- Member of the Audit Committee as of 31.7.2020					
- Member of the Corporate Governance and Nominations Committee as of 31.7.2020					



In particular, as regards the remuneration amounts, as of 1.1.2020, the following apply:

- A. The remuneration of the Non-Executive Chair of the Board of Directors amounts to Euro 259,000 annually.
- B. The 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 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 remuneration for the Chair of the Audit Committee of the Board of Directors of the Bank amounts to Euro 50,000 annually.
- D. The 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 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 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 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 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 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, may he/she be paid for participation in both.
- I. Taking into account B. to H. above, the annual remuneration for the representative of the Hellenic Financial Stability Fund (HFSF) who is a Member of the Board of Directors and also a Member of all the Board Committees amounts to Euro 109,000.
- 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.