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HELLENIC REPUBLIC  
MINISTRY OF DEVELOPMENT AND  
INVESTMENTS

Athens, 16.4.2021

GENERAL SECRETARIAT OF COMMERCE &  
CONSUMER PROTECTION  
GENERAL MARKET DIRECTORATE  
DIRECTORATE OF COMPANIES  
DEPARTMENT OF INSURANCE COMPANIES  
AND FINANCIAL INSTITUTIONS

Protocol No.: 45123  
rel. 39049, 39906, 41265

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### ANNOUNCEMENT

Registration with the General Commercial Registry and publication on the website of G.E.MI, of data of the newly established société anonyme – credit institution under the name “ALPHA BANK S.A.”

It is announced that on 16.4.2021 our decision with no 45089/16.4.2021 (ADA: ΨΜΚΙ46ΜΤΑΡ-ΟΧΨ) was registered with the General Commercial Registry (G.E.MI.) under the Registration Code number 2528649, by virtue of which the Demerger of the credit institution under the name “Alpha Bank S.A.” under G.E.MI. number 223701000 (the “Demerged Entity”) by way of hive-down of the banking business sector with the incorporation of a new company - credit institution under the name “Alpha Bank S.A.” (the “Beneficiary”), which received G.E.MI number **159029160000** was approved as well as the Articles of Incorporation of the “Beneficiary” (new) credit institution, in accordance to the provisions of article 16 of L. 2515/1997, as well as articles 54 par. 3, 57 par. 3, 59-74 and 140 par. 3 of L. 4601/2019 and article 145 of L. 4261/2014, as in force, the decision of the European Central Bank (ECB) under protocol number “ECB-SSM-2021-GRALP-5 LIC-2020-0022” dated 1.4.2021, the Draft Demerger Deed dated 15.9.2020, the Resolutions of the Extraordinary General Meeting of Shareholders of the société anonyme under the name “ALPHA BANK S.A.” dated 2.4.2021, as well as the No. 45854/2021 Notarial Deed of Demerger of the above mentioned société anonyme of the Athens Notary Georgios Stefanakos, son of Thomas.

The said Articles of Incorporation consists of thirty (30) articles, as set out in Chapters A', B', C', D', E' and F', is attached and consists an integral part of this announcement.

THE HEAD OF DIRECTORATE

IOANNIS ARETAIOS

CC:

- BANK OF GREECE

Banking Supervision Division

Eleftheriou Venizelou str. 21, 102 50 Athens

- Hellenic Capital Markets Commission

Kolokotroni str.1 & Stadiou, 105 62 Athens

- Hellenic Competition Commission

Kotsika str. 1A, 10434 Athens

Int. distribution:

- Office of the Minister of Development and Investments

- Office of the General Secretary of Commerce and Consumer Protection

- Office of the Head of the General Market Directorate

- Directorate of Companies



ALPHA BANK

## ARTICLES OF INCORPORATION

April 2021

## **CHAPTER A**

### **Foundation – Corporate Name – Registered Office – Duration – Scope of Business**

#### **Article 1 - Corporate Name**

1. The Bank bears the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”, which may also be written with a Latin transcription of the word “ΑΛΦΑ” as “ALPHA ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”. Its trade name is “ALPHA BANK”.
2. The corporate name “ALPHA BANK S.A.” is used in all transactions of the Bank abroad.

#### **Article 2 - Registered Office**

1. The Bank’s registered office shall be in the Municipality of Athens, Central Athens Regional Unit, Attica Region.
2. By resolution of the Bank’s Board of Directors:
  - (a) branches, offices, agencies or other operating units of the Bank may be established and/or abolished in Greece or abroad, and
  - (b) the terms of operation as well as the nature and the range of operations of the aforementioned units are determined.

#### **Article 3 - Duration**

The duration of the Bank is set for eighty (80) years, commencing as of the registration in the General Commercial Registry (GEMI) of the present Articles of Incorporation and terminating on the corresponding date after the lapse of eighty (80) years. It may be extended, following an amendment of the present article by a resolution of the General Meeting of Shareholders.

#### **Article 4 - Scope of Business**

1. The scope of business of the Bank shall be to provide services and to engage, on its own account or on behalf of third parties, in Greece and abroad, independently or collaboratively, in any and all operations and activities allowed to credit institutions, in accordance with the legislation in force.
2. In order to serve the scope of business described in par. 1, the Bank may perform any kind of action, operation or transaction which, directly or indirectly, is pertinent, complementary or auxiliary to it and may take any action that directly or indirectly serves its scope of business, including any kind of cooperation with any third party.
3. By way of indication, the scope of business of the Bank includes the following:
  - (a) Taking deposits and other repayable funds.
  - (b) Lending loans or other forms of credit, including, inter alia, consumer credit, credit agreements relating to immovable property, factoring with or without recourse, financing of commercial transactions (including forfaiting).
  - (c) Financial Leasing.
  - (d) Payments and payment services.
  - (e) Issuing and administering other means of payment (such as credit cards, debit cards as well as traveler’s checks and banker’s drafts).
  - (f) Guarantees and commitments.
  - (g) Trading for own account or for account of its Customers in money market instruments (checks, bills, certificates of deposit, etc.), foreign exchange, financial futures and options exchange and interest-rate instruments, and transferable securities.
  - (h) Participation in securities’ issues and provision of services related to such issues, including in particular securities’ underwriting.

- (i) Provision of advice to undertakings on capital structure, industrial strategy and related questions and advice as well as services relating to mergers and the purchase of undertakings.
- (j) Money broking.
- (k) Portfolio management or advice.
- (l) Safekeeping and administration of securities.
- (m) Credit reference services, including customer credit rating services.
- (n) Safe custody services.
- (o) Issuing electronic money.
- (p) The provision of investment services and ancillary services – apart from the abovementioned – and the exercise of investment activities provided for in article 4 of Law 4514/2018.
- (q) The exercise of other financial or ancillary activities and the provision of any other service related to the above or the exercise of activity in accordance with the applicable legislation.

## **CHAPTER B**

### **Share Capital – Shares and Shareholders**

#### **Article 5 - Share Capital**

The share capital of the Bank amounts today to the total amount of Euro five billion eighty-three million eight hundred twenty-four thousand four hundred ninety-six and 10 Eurocents (Euro 5,083,824,496.10), divided into 50,838,244,961 common, nominal shares, with voting rights, of a nominal value of 10 Eurocents (Euro 0.10) each.

#### **ARTICLE 6 - Increase of Share Capital**

1. The Bank's share capital may be increased following a General Meeting resolution adopted by increased quorum and increased majority (ordinary increase), unless the increase is implemented on an extraordinary basis (extraordinary increase) pursuant to the relevant legislation in force and as defined hereunder.
2. By resolution of the General Meeting and for a period that cannot exceed five (5) years, the Board of Directors may be granted the right to increase the share capital, either partially or totally, following a resolution adopted by a majority of at least two-thirds ( $\frac{2}{3}$ ) of its Members, by issuing new shares equal to an amount that cannot exceed three (3) times the existing capital when the hereon authority was provided to the Board of Directors for the capital increase.
3. The authorization of the Board of Directors as per paragraph 2 may be renewed by a resolution of the General Meeting for a period that cannot exceed five (5) years for each renewal and shall enter into force upon the expiration of the validity period of the previous authorization.
4. The above apply accordingly in the case of a decision to issue a bond loan with convertible bonds as well, as per article 71 of Law 4548/2018.
5. If the Bank has already issued shares of several categories among which the voting rights or the profit participation or the distribution of the product of liquidation differ, it is possible to increase the capital through shares of only one of these categories.
6. The amounts, as well as Shareholders' deposits, intended to cover share capital increases, are deposited in a special account held by the Bank in any other bank legally operating in Greece or in a country of the European Economic Area.

## **Article 7 - Preference Right**

1. In any share capital increase as well as in case of issuance of bonds convertible into shares, a preference right to the entire amount of new capital or corporate bond shall be granted to Shareholders of record, pro rata to their equity holding as at the time of issuance. In the case of a share capital increase by contribution in kind, no such preference right shall be granted to the Shareholders.
2. In case of issuance of shares of more than one category, as per the provisions of article 6, the Shareholders of the other categories of shares shall be granted a preference right only following non-exercise of the said right by the Shareholders of the same category as the new shares.

## **Article 8 - Shares and Shareholders**

1. The Bank's shares are common, nominal and indivisible. The Bank may keep a book of Shareholders electronically. In this case, the proof of shareholder capacity is made on the basis of the entries in the Shareholders' book.
2. The Shareholders, their successors, Shareholders' lenders and the legal owners of Bank shares, i.e., indicatively, depositaries, bailees and pledgees, cannot call forth a confiscation or sealing of the property and the books of the Bank or solicit the liquidation or the distribution of corporate property or be involved in the management of the Bank, exercising more rights than those attributed to the Shareholders by the present Articles of Incorporation and the applicable legislation.
3. For all their relations with the Bank, the Shareholders, without any exceptions, are regarded to be residents of the registered office of the Bank and are subject to Greek Law. The Shareholders that do not reside in the registered office of the Bank are obliged to appoint a proxy in the registered office of the Bank; otherwise, all the documents of the Bank will be served to the secretary of the Court of First Instance of the registered office of the Bank and be considered as valid. All disputes between the Bank and its Shareholders or between the Bank and any third parties, either deriving from the Articles of Incorporation or from the law, shall be subject to the exclusive jurisdiction of the courts of law of the registered office of the Bank, and the latter may be sued only before such courts, including any and all cases of special jurisdiction, unless otherwise stipulated by law or if the dispute has been subjected to arbitration.
4. The Bank may issue preference shares with or without voting rights. The privilege granted may be to the partial or complete drawing, before the common shares, of the distributed dividend, in accordance with the resolution of the competent body on the issuance of preference shares and to the preferential return of the capital paid by the holders of preference shares from the product of capital decrease or of liquidation of corporate property, including their participation to the possible amounts above par, which have possibly been paid.
5. Granting of other asset privileges, including the drawing of certain interest or participation by priority in the profits from a specific corporate activity, is not excluded.
6. The preference shares may also be issued as convertible to common ones or as preference shares of another category. The conversion shall be either mandatory, in accordance with the provisions of the Articles of Incorporation, or implemented through the exercise of a relevant right of the Shareholder provided for in the Articles of Incorporation or in the resolution pertaining to the issuance of the shares. The terms and deadlines of the conversion are determined in the Articles of Incorporation. The right to conversion is exercised by the preference Shareholder individually after a statement to the Bank and the conversion is effective upon receipt of such statement, unless otherwise provided for by the Articles of Incorporation.
7. The Bank's share capital may be increased through the issuance of redeemable shares.

These shares may also be issued as preference shares with or without voting rights, according to the applicable legislation. Redemption is effected by a declaration of the Bank, in accordance with the resolution of the competent body on the said capital increase and is valid only upon payment of the redemption amount.

8. The Bank may acquire equity shares either directly or through a third person acting in its name and/or on its account, in accordance with the applicable legislation.

## **CHAPTER C**

### **Bank Management**

#### **Article 9 - Composition and Tenure of the Board of Directors**

1. The Board of Directors, consisting of no less than nine (9) and no more than fifteen (15) Members, shall manage the Bank. A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Law 4548/2018.
2. The Members of the Board of Directors are elected by the General Meeting and may be re-elected and removed or replaced at any time.
3. Without prejudice to paragraph 4, the tenure of the Members of the Board of Directors is quadrennial. The tenure of the Board of Directors may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting and until the respective resolution has been adopted.
4. The General Meeting may resolve on a staggered Board of Directors with partial renewal of tenures or successive tenure expiration. In this case, it is permissible to initially provide for unequal tenures of the Members of the Board of Directors.
5. The Members of the Board of Directors shall not be personally liable to a Shareholder or any third party, their liability being limited only to the Bank as a legal entity and only with respect to the administration of corporate affairs.

#### **Article 10 - Replacement of Board Members**

1. In the event of death, resignation or loss of the capacity of a Member or Members of the Board of Directors in any other way, the Board of Directors may elect replacements for the existing vacancies. The respective election shall be implemented by a resolution of the remaining Members of the Board of Directors, provided that they are at least three (3), and shall be valid for the remainder of the tenure of the replaced Members.
2. In any case, the remaining Members of the Board of Directors may carry on with the management and representation of the Bank, without replacing the missing Members, provided that the number of the remaining Members exceeds half ( $\frac{1}{2}$ ) of the Members of the Board of Directors as those were before any of the aforementioned events occurred and is not lower than three (3).
3. Failure on the part of a Member to attend meetings of the Board for a total of six (6) months per year, without a valid reason, shall be construed as a resignation therefrom and such resignation shall be finalized as of the date of the resolution of the Board of Directors ascertaining the Member's failure to attend the Board meetings as above.
4. The bankruptcy of a Board Member does not entail ipso facto derogation from his/her office, unless the Board of Directors resolves otherwise.

## **Article 11 - Constitution of the Board of Directors**

1. The Board of Directors elects from among its Members, by absolute majority of the present and/or represented Members, the Chair and the Chief Executive Officer. In addition, the Board of Directors may elect a Vice Chair or Vice Chairs, and/or Deputy CEO/s and/or General Managers and/or Executive General Managers and their deputies.
2. The Chair of the Board of Directors shall convene the Board of Directors, shall preside and shall chair the meetings, having the powers provided for in the applicable legislation.
3. The first meeting of the Board of Directors, following the election of its Members by the General Meeting of Shareholders, is convoked upon an invitation by its senior in age Member.
4. The General Meeting of Shareholders may award the title of Honorary Chair of the Board of Directors to persons who made a significant contribution to the progress and development of the Bank.
5. The Board of Directors' meetings are attended by a Secretary appointed by a resolution of the Board of Directors who may be one of its Members or any other third party.

## **Article 12 - Meetings of the Board of Directors**

1. The Board of Directors shall meet in the Bank's registered office or, following a written notification or a notification via electronic means by the Chair, outside its registered office, in any other country of the European Union or wherever the Bank or the Group to which it belongs has a presence.
2. The Chair, if absent or prevented from attending, shall be substituted by the Vice Chair (if such a position has been filled) or otherwise by the ranking senior, in terms of tenure, Non-Executive Member; should more than one such Members exist, the Chair shall be substituted by the senior in age Member among them or by the next ranking senior in terms of tenure or (as the case may be) senior in age Member or by a Member defined by the Board of Directors. The substitution in question pertains solely to the exercise of the authorities of the Chair of the Board of Directors.
3. The drafting and signing of the Minutes by all the Members of the Board of Directors or their proxies equals to a resolution of the Board of Directors, even if a Meeting has not taken place.
4. The Board of Directors may validly meet by teleconference, in respect of some or all of its Members. In this event, the invitation to the Members of the Board of Directors includes the necessary information for their participation in the meeting.

## **Article 13 - Quorum of the Board of Directors**

1. The Board of Directors is in a quorum and convenes validly when at least half ( $\frac{1}{2}$ ) of its Members plus one (1) are present or represented. However, the number of Members personally present may never be less than six (6).  
By exception, when the Board of Directors meets (in whole or partially) by teleconference, the participating Members of the Board of Directors should have the minimum quorum required by the Articles of Incorporation, while the physical presence of the minimum number of Members is not required. The quorum is determined using absolute numbers.
2. A Member of the Board of Directors, who is absent from a meeting for any reason whatsoever, may be represented by another Member of the Board of Directors the



absentee has authorized via a letter, a telex, a cable, a telefax or an e-mail addressed to the Board of Directors. A Member of the Board of Directors may represent only one (1) absent Member.

#### **Article 14 - Majority of the Board of Directors**

Unless otherwise stipulated by law or the present Articles of Incorporation, the resolutions of the Board of Directors shall be passed by absolute majority of the Members present or represented.

#### **Article 15 - Responsibilities of the Board of Directors – Delegation of Responsibilities**

1. 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.
2. The Board of Directors may, following a resolution, delegate, in whole or in part, the management and/or the representation of the Bank to one or more persons, Members of the Board of Directors, Executives or Employees of the Bank or third parties, while defining simultaneously with the above resolution, the extent of the relevant delegation as well as the possibility to further assign the powers granted. The Board of Directors may delegate the internal audit of the Bank to one or more persons, which are not Members of the Board of Directors, in accordance with the applicable legislation.
3. The Board of Directors may establish an Executive Committee and delegate certain powers and competencies to it. The composition, responsibilities, competencies, decision-making process and the overall operation of the Executive Committee should be set out in a respective resolution of the Board of Directors. The said resolution may be amended by a later resolution of the same body.

#### **Article 16 - Minutes of the Board of Directors**

1. The deliberations and resolutions of the Board of Directors shall be recorded concisely in a special book of Minutes, which may also be kept electronically, and the Minutes are signed by the Members present at the meetings.
2. The Chair of the Board of Directors, the persons mentioned in article 12 par. 2, the Chief Executive Officer and the Secretary issue and sign the transcripts and the excerpts of the Minutes of the Board of Directors, without any further ratification.
3. A Member of the Board of Directors may request that his/her opinion is recorded in the relevant Minutes but may not refuse to sign them. Otherwise, reference is made to the relevant Minutes of his/her refusal to sign them.
4. The signatures of the Members of the Board of Directors may be replaced by an exchange of e-mail messages or other electronic means, pursuant to the applicable legislation.

#### **Article 17 - Remuneration of the Members of the Board of Directors**

By a resolution of the General Meeting reached by simple quorum and majority, a remuneration may be granted to the Members of the Board of Directors which pertains to a participation in the profits of the respective fiscal year.

## **CHAPTER D General Meeting**

### **Article 18 - Convocation of the General Meeting**

The General Meeting shall be convened by the Board of Directors, or otherwise as stipulated by the applicable legislation, at the Bank's registered office or in the district of another municipality within the prefecture of the registered office or another contiguous municipality to the registered office, at least once in the course of the fiscal year at the latest by the tenth calendar day of the ninth month following the end of the fiscal year (Ordinary General Meeting) or on an ad hoc basis.

### **Article 19 - Presidium of the General Meeting**

The General Meeting shall be presided over provisionally by the Chair of the Board of Directors and he/she shall name provisional secretaries and ballot-collectors, until the list of Shareholders with a right to participate in the General Meeting has been ratified and the regular Presidium, i.e. the permanent Chair as well as the permanent secretaries and the ballot-collectors, is elected by the General Meeting.

### **Article 20 - Participation in the General Meeting**

1. Persons having the Shareholder capacity are entitled to participate in the General Meeting in accordance with the applicable legislation and the procedure laid down. Shareholders must timely and properly abide by the provisions of the law and the relevant Invitation to the General Meeting. In any other case, their participation will be allowed only upon permission from the General Meeting.
2. Shareholders participate in the General Meeting either in person or by proxy. Minors, persons under judicial guardianship and legal entities shall be represented in accordance with the applicable legislation. The appointment and revoking or replacement of representatives is effected in writing (via private or public document) or, upon a resolution by the Board of Directors, via electronic mail and/or other electronic means of communication, in accordance with the instructions included in the Invitation to the General Meeting.
3. Following a resolution of the Board of Directors and pursuant to the applicable legislation, the proceedings of the General Meeting may take place via teleconference.
4. Following a resolution of the Board of Directors, it may be resolved that Shareholders may participate in the General Meeting via an absentee ballot, i.e. by mail or by electronic means, prior to the General Meeting, in accordance with the applicable legislation and with the instructions included in the Invitation to the General Meeting.
5. The Members of the Board of Directors and the auditors of the Bank may attend the General Meeting. Upon permission granted by the Chair of the General Meeting, the presence of other persons not having the Shareholder capacity may be allowed.

### **Article 21 - Competences of the General Meeting**

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

## **Article 22 - Minutes of the General Meeting**

1. The deliberations and the resolutions of the General Meeting shall be recorded in summary in a special book of Minutes and the Minutes shall be signed by the Chair and the Secretary of the Meeting.
2. The Chair of the General Meeting or a person appointed by the Board of Directors may issue transcripts of the aforementioned Minutes.
3. In case of co-signature of the Minutes without a meeting, the signatures of the Shareholders or their representatives may be replaced by an exchange of e-mail messages or other electronic means.

## **CHAPTER E Annual Financial Statements and Distribution of Profits**

### **Article 23 - Fiscal year**

The fiscal year lasts twelve months, commencing on January 1st and terminating on December 31st of each year.

### **Article 24 - Distribution of Profits**

1. The distribution of profits that are permitted to be appropriated, in accordance with the applicable legislation, is effected pursuant to the decisions of each General Meeting of Shareholders.
2. The Board of Directors may authorize the payment of an interim dividend, in accordance with the applicable legislation.
3. The right to collect dividends shall be subject to the statute of limitations as stipulated by the law. No interest shall be payable on dividends.
4. The Shareholders have a right to the net profits of the Bank as well as to the product of its liquidation, corresponding to the number of shares they hold and to their nominal value.

## **CHAPTER F Final and Transitional Provisions**

### **Article 25 - Participation of Members of the Board of Directors and the Management in the boards of directors or in the management of affiliated companies**

The Members of the Board of Directors, members of the Management and Managers of the Bank are allowed to provide services and/or participate in the boards of directors and/or in the management of companies affiliated with the Bank, according to the law.

### **Article 26**

1. Any reference to a provision of the law is regarded as a reference to its current form and phrasing each time.

2. For all matters not covered by the present Articles of Incorporation, the relevant provisions of Law 4548/2018 shall apply and, on the aforementioned matters, in cases where Law 4548/2018 relegates authority, loose interpretations or privileges, these are regarded as incorporated by reference in the present Articles of Incorporation.

## **Article 27 – Formation of the Share Capital**

The share capital, which, according to article 5 of the present Articles of Incorporation, amounts to the total amount of Euro five billion eighty-three million eight hundred twenty-four thousand four hundred ninety-six and 10 Eurocents (Euro 5,083,824,496.10), divided into 50,838,244,961 common, nominal shares, with voting rights, of a nominal value of 10 Eurocents (Euro 0.10) each, is formed through the completion of the demerger of the société anonyme with the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ” and the trade name “ALPHA BANK” (the “Demerged Company”) through a sector hive-down and the establishment of a new company (the “Beneficiary Company”), according to the provisions of article 16 of Law 2515/1997 and articles 54 par. 3, 57 par. 3, 59-74 and 140 of Law 4601/2019, as in force. As a result of the completion of the demerger:

(a) the Demerged Company ceases to be a credit institution and constitutes a Greek société anonyme with shares listed on the main market of the Athens Exchange, and its corporate name is changed to “ΑΛΦΑ ΥΠΗΡΕΣΙΩΝ ΚΑΙ ΣΥΜΜΕΤΟΧΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ”, becoming the only shareholder of the Beneficiary Company by acquiring the total number of shares issued by the latter.

(b) the Beneficiary Company is a société anonyme governed by the present Articles of Incorporation and constitutes a credit institution with the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”.

## **Article 28 - Appointment of the first Board of Directors – Representation of the Bank**

The first Board of Directors consists of the following persons:

I.

Chair of the Board of Directors, Mr. Vasileios Rapanos, son of Theodoros and Penelope, NON-EXECUTIVE MEMBER, resident of Athens, at 10 Iras Street, GR-151 27 Melissia, Identity Card Number: AI 666242, Date of Issuance: 24.1.2011, Issuing Authority: Melissia Security Department, Tax Registration Number: 024163784, Amaroussio Tax Office.

Chief Executive Officer, Mr. Vassilios Psaltis, son of Emmanouil and Triantafyllia, EXECUTIVE MEMBER, resident of Athens, at 8 Artemidos Street, GR-151 27 Melissia, Identity Card Number: AI 666591, Date of Issuance: 4.5.2011, Issuing Authority: Melissia Security Department, Tax Registration Number: 125043136, Amaroussio Tax Office.

II. OTHER MEMBERS OF THE BOARD OF DIRECTORS

A. EXECUTIVE MEMBERS

The General Manager Mr. Spyridon Filaretos, son of Nikolaos and Anastasia-Achepa, resident of Athens, at 50 Omirou Street, GR-106 72 Athens, Identity Card Number: AK 022255, Date of Issuance: 21.10.2011, Issuing Authority: Acropolis Security Department, Tax Registration Number: 027972974, 4th Athens Tax Office.

## B. NON-EXECUTIVE MEMBERS

Mr. Efthimios Vidalis, son of Orestis and Matina, resident of Athens, at 58 Stratigou Kallari Street, GR-154 52 P. Psychico, Identity Card Number: AK 638145, Date of Issuance: 15.1.2013, Issuing Authority: Psychico Security Department, Tax Registration Number: 077877008, Psychico Tax Office.

Mr. Artemios Theodoridis, son of Christos and Ioulia, resident of Athens, at 15 Irodou Attikou Street, GR-106 74 Athens, Identity Card Number: AB 281969, Date of Issuance: 18.10.2006, Issuing Authority: Syntagma Security Department, Tax Registration Number: 032920517, 4th Athens Tax Office.

Mr. Johannes Herman Frederik Umbgrove, son of Gerhard Jan Willem and Anneke Kitty Ada, resident of the Netherlands, at 7 Prins Bernhardlaan, 3743 J.J. Baarn, the Netherlands, Passport Number: BYL660194, Date of Issuance: 19.8.2014, Issuing Authority: Mayor of Baarn, Tax Registration Number: 173325539, Tax Office for Residents Abroad, in accordance with article 10 par. 2 of Law 3864/2010 as in force, as representative and upon instruction (as per Letter No 50/16.4.2018) of the Hellenic Financial Stability Fund.

## C. NON-EXECUTIVE INDEPENDENT MEMBERS

Mr. Dimitris Tsitsiragos, son of Constantinos and Anastasia, resident of the U.K., at Flat 1, 5 Cadogan Square, London SW1X 0HT, U.K., Passport Number: AN0364742, Date of Issuance: 31.12.2015, Issuing Authority: Hellenic Police Headquarters - National Passport Center, Tax Registration Number: 029193697, Tax Office for Residents Abroad.

Mr. Jean Léon Marie Cheval, son of Léon and Mathilde, resident of France, 10, Rue Huysmans, 75006 Paris, France, Passport Number: 13CL62539, Date of Issuance: 12.9.2013, Issuing Authority: French Republic - Police Prefecture, Tax Registration Number: 173902845, Tax Office for Residents Abroad.

Ms. Carolyn Adele Dittmeier, daughter of George and Domenica, resident of the United States of America, 14606 Lucy Drive, Delray Beach, FL 33484, Florida, U.S.A., Passport Number: YA9017842, Date of Issuance: 6.2.2016, Issuing Authority: Italian Republic - Minister of Foreign Affairs and International Cooperation, Tax Registration Number: 171010313, Tax Office for Residents Abroad.

Mr. Richard Gildea, son of Richard and Doris Mae, resident of the U.K., 37 Chepstow Crescent, London W11 3EA, U.K., Passport Number: 099284127, Date of Issuance: 8.12.2011, Issuing Authority: United Kingdom (IPS), Tax Registration Number: 170051868, Tax Office for Residents Abroad.

Ms. Elanor Rose Hardwick, daughter of Robert and Janet, resident of the U.K., 80 Mill Way, Grantchester, CB3 9NB, U.K., Passport Number: 538984932, Date of Issuance: 21.6.2017, Issuing Authority: United Kingdom (HMPO), Tax Registration Number: 176849605, Tax Office for Residents Abroad.

Mr. Shahzad Shahbaz, son of Aitzaz and Kaukab, resident of Qatar, 794 Suraqa Bin Amr Street, Zone 45, Villa No 14, Doha, Qatar, Passport Number: 504896967, Date of Issuance: 19.7.2012, Issuing Authority: United Kingdom (IPS), Tax Registration Number: 165519870, Tax Office for Residents Abroad.

Mr. Jan Oscar Vanhevel, son of Andre and Zulma, resident of Belgium, at 8 Max Hermanlei Street, 2930 Brasschaat, Belgium, Belgium Identity Card Number: 592-3320352-26, Date of

Issuance: 22.3.2016, Issuing Authority: Brasschaat, Belgium, Tax Registration Number: 169373817, Tax Office for Residents Abroad.

The tenure of the Members of the said first Board of Directors is set for one year and shall be extended until the Ordinary General Meeting of Shareholders which shall be convoked following the termination of the tenure of the first Board of Directors.

Delegation of powers and responsibilities.

It is resolved that the delegation of powers and responsibilities of the Board of Directors stand as follows:

1. The Board of Directors' powers and authorities, other than for matters requiring, according to applicable law, a collective decision, are delegated exclusively to the Chief Executive Officer (the CEO) with the power to further sub-delegate such powers and authorities.
2. The CEO, Mr. Vassilios Psaltis, son of Emmanouil and Triantafyllia, resident of Athens, at 8 Artemidos Street, GR-151 27 Melissia, Identity Card Number: AI 666591, Date of Issuance: 4.5.2011, Issuing Authority: Melissia Security Department, Tax Registration Number: 125043136, Amaroussio Tax Office, is assigned the power to represent and commit the Bank, with his Sole signature, under the corporate name, for all its affairs, at his sole discretion, without any exception, and to delegate such power to represent to General Managers, Managers, Employees of the Bank, Attorneys and/or third parties via private or notarized proxies carrying any mandates deemed necessary and to revoke them.
3. Mr. George Triantafyllides, son of Paul and Athina-Ioanna, resident of Athens, at 23 Socratous Street, GR-145 61 Kifissia, Identity Card Number: Α 313087, Date of Issuance: 22.12.1977, Issuing Authority: Kifissia Security Precinct, Tax Registration Number: 024163876, Kifissia Tax Office, is assigned the duties of the Secretary of the Board of Directors and is authorized to sign the excerpts from the Minutes of the Board of Directors, copies of the Articles of Incorporation of the Bank and, in case of their amendment, copies of any new (current) Articles of Incorporation of the Bank as well as copies of the CEO Acts evidencing the delegation of powers and authorities and the appointment of representatives of the Bank before any Authority and/or third party.

Representation of the Bank.

The Bank shall be represented by way of the following signatures:

a) one Sole signature or

b) two signatures, of which at least one should be a General or a First signature.

- A Sole signature is granted exclusively by way of a Board of Directors resolution. A Sole signature is hereby granted to the Chief Executive Officer.
- A General Signature is granted only for the areas of responsibility of the holder. It is granted only to General Managers and Executive General Managers of the Bank (with the exception of the General Manager – Chief Legal and Governance Officer) by way of a CEO Act, which also sets the powers and areas of responsibility of the relevant General Manager and Executive General Manager and certified copies of which (Acts) may be produced by the Secretary of the Board for evidencing such power and appointment before any Authority and/or third party.
- A First (Type A) or a Second (Type B) signature is granted to Executives of the Bank for designated Units by way of a decision of the Chief Executive Officer or the Head of the Human Resources Division.

The Manager and the Assistant Manager of each Unit acquire First signature rights as of their appointment in the relevant Unit, while any previous signature rights for the Unit in which they had previously served are abolished, unless otherwise stipulated in the relevant appointment Act. Each of the Head and Deputy of the Human Resources Division is hereby empowered to issue and sign certificates from the books and records of the Bank, certifying the name and details of any person holding First or Second Signature.

The signatures are always placed under the corporate name of the Bank.

The signatories should always act in the best interests of the Bank.  
In particular each holder of:

(a) a General Signature together with the holder of a First or Second Signature may represent the Bank before all courts of law of all instances, including the Supreme Civil and Criminal Court of Greece ("*Areios Pagos*") and the Hellenic Council of State ("*Symvoulion tis Epikrateias*"), by filing claims, counterclaims, appeals, appeals of law, raising objections and exercising any other judicial means, and before all public and local Authorities and administer, accept and take reverse oaths on behalf of the Bank and grant notarial powers of attorney to lawyers to represent the Bank before any such Court.

(b) a General or First Signature together with the holder of a First or Second Signature may, indicatively and without limitation, represent the Bank:

- Before all Public Utility Authorities and Companies, including the Public Power Corporation, the Postal Authority, Telecoms Operators and Providers, Natural Gas Providers, the Water Supply Company, for the purposes of applying for, terminating and/or changing the details of any connection to premises where the Bank operates;
- Before the Consignment Deposits and Loans Fund (Central or Branch Office) for the purposes of collecting on behalf of the Bank any amount and immediately depositing same to the Bank;
- Before any insurance undertaking for the purposes of collecting any amount payable to the Bank and immediately depositing same to the Bank, by accepting and endorsing bank checks, issued by insurance undertakings to the order of the Bank, executing receipts and proceeding with any other action for the completion of the above;
- Before "Ktimatologio SA" (*Κτηματολόγιο Α.Ε.*), all Land Registries and Cadasters, all Public Registries of Law 2844/2000 and all Shipping Registries (*Νηολόγια*) of the country for the purposes of filing any statement, notice and/or document in connection with any real estate or security rights of the Bank and/or changes to the registration details of any real estate or security right of the Bank and/or real estate registries (*μερίδα ακινήτου*) of the Bank, and for the purposes of applying for and collecting any kind of certificate, filing any objection against the content of forestry plans (*δασικών χαρτών*) and any other relevant act and before any and all Urban Planning Authorities of the country in connection with any matter pertaining to urban planning, building or demolition permit, addressing any irregularities (*τακτοποίηση αυθαιρεσιών*);

By way of exception, the Bank is bound by one authorized First or Second signature only, for the issuance of checks up to the amount of Euro 30,000 or the equivalent in other currencies. Each holder of a General Signature may, together with the holder of a First or Second Signature, further assign, in whole or in part, to Managers, Bank Employees, Lawyers and/or third persons the powers assigned to such holder of General Signature by way of a CEO Act or otherwise and to recall them. Such further assignment may be effectuated by private or notarial power of attorney.

Representation before Criminal Courts of Law.

The Executives of the Bank Messrs. Evangelos Patrinos, son of Dionysios and Vassiliki, born in Thessaloniki, on 22.11.1971, resident of Chalandri, at 13 Iraklidon Street, Identity Card Number: AN 644730, Date of Issuance: 19.11.2018, Issuing Authority: Philothei - Psychico Security Department, Tax Registration Number: 077129866, Chalandri Tax Office; Isidoros Passas, son of Stamatios and Foteini, born in Thessaloniki on 22.2.1967, resident of Porto Rafti, Markopoulo, Mesogaia, Ag. Spyridon area, P.O. Box 237, Identity Card Number: AH 023121, Date of Issuance: 24.5.2008, Issuing Authority: Nea Erythraia Security Department, Tax Registration Number: 038171469, Pallini Tax Office; Georgios Rapanakis, son of Anousis and Margarita, born in Milos, Cyclades on 6.9.1964, resident of Palaio Phalero, at 39A Eratous Street, Identity Card Number: AE 624720, Date of Issuance: 21.6.2007, Issuing Authority: Palaio Phalero Security Department, Tax Registration Number: 038885602, Palaio Phalero Tax Office and Tilemachos Georgakis, son of Dimosthenis and Georgia, born in Piraeus, Attica, on 15.7.1971, resident of Kantza, Pallini, at 2 Sophocleous Street, Identity Card Number: X 074359, Date of Issuance: 1.5.2002, Issuing Authority: Pallini Police Department, Tax Registration Number: 076142092,

Pallini Tax Office, are assigned the power, acting jointly or severally, to denounce, arraign and file complaints on behalf of the Bank for criminal offences against it, to apply to join criminal proceedings, in order to support the indictment, before criminal courts during the preliminary hearing and the trial until the irrevocable conclusion of the latter, to appeal – with regard to such cases – against orders, decrees and judgments, to withdraw such appeals, to appear in the name and on behalf of the Bank before any court and any prosecuting, judicial or other authority generally, in all cases where attendance in person is required, even in the capacity of defendant, to withdraw complaints and in general to sign every relevant document necessary for exercising the aforementioned powers, and to delegate, pursuant to the provisions of the law, the execution of specific acts from those assigned to them as per the above, to Managers or Assistant Managers and/or to other Employees and to Lawyers of the Bank, by signing authorizations or special proxies as per the provisions of article 42 of the Greek Code of Criminal Procedure.

Representation regarding Human Resources issues.

Ms. Fragiski Melissa, daughter of George and Eleni, born in Athens, on 15.11.1968, resident of Glyka Nera, at 92B Naxou Street, GR-153 54, Attica, Identity Card Number: X 057610, Date of Issuance: 18.3.2004, Issuing Authority: Glyka Nera Police Department, Tax Registration Number: 059967018, Koropi Tax Office, is appointed as legal representative of the Bank before all the services of the Hellenic Labour Inspectorate (SEPE) and the Manpower Employment Organization (OAED) as well as before all the services of the Unified Social Security Institution (EFKA) and any other social security fund, to perform any kind of transactions and communications with the above entities, and is authorized, without exception, to proceed with any act or action necessary under the aforementioned mandate and the competent services of the Bank are instructed to declare Ms. Fragiski Melissa as the representative of the Bank in all the forms that are posted on the Information System “Ergani” as well as in any other forms or documents submitted by the Bank to the aforementioned entities, in hard copy or in electronic form.

#### **Article 29 - Composition of the first Audit Committee**

The first Audit Committee consists of the following five (5) Members of the Board of Directors, out of which three (3) are Non-Executive Independent Members of the Board of Directors and two (2) are Non-Executive Members of the Board of Directors:

1. Carolyn G. Dittmeier, Non-Executive Independent Member of the Board of Directors
2. Efthimios O. Vidalis, Non-Executive Member of the Board of Directors
3. Elanor R. Hardwick, Non-Executive Independent Member of the Board of Directors
4. Johannes Herman Frederik G. Umbgrove, Non-Executive Member of the Board of Directors, upon instruction of the Hellenic Financial Stability Fund
5. Jan A. Vanhevel, Non-Executive Independent Member of the Board of Directors

The tenure of the Members of the said first Audit Committee is set for one year and shall be extended until the Ordinary General Meeting of Shareholders which shall be convoked following the termination of the tenure of the first Board of Directors.

The above-mentioned Members of the Audit Committee fulfil the requirements of article 44 of Law 4449/2017, as in force; in particular, they have a proven excellent track record of knowledge of the banking and financial sector in general.

#### **Article 30 - First Fiscal Year – Auditors**

1. Exceptionally, the first fiscal year, in accordance with the provisions of Law 2515/1997 and Law 4601/2019, commences with the registration of the present Articles of Incorporation with the General Commercial Registry (GEMI) and the demerger of the



société anonyme with the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ” through a sector hive-down and the establishment of a new company (the “Beneficiary Company”), which is governed by the present Articles of Incorporation and is a credit institution with the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”, and ends on 31.12.2021.

2. The audit firm with the corporate name “Deloitte Certified Public Accountants S.A.” is appointed as statutory certified auditor to carry out the regular audit of the Bank’s (stand alone and consolidated) Financial Statements for the first fiscal year 2021.

Exact consolidated Articles of Incorporation  
of “Alpha Bank S.A.”  
as were included in the final Notarial Demerger Deed  
under No. 45.854/7.4.2021  
of the Athens Notary Georgios T. Stefanakos

(stamp and signature of the Notary)