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Ministry of Digital Governance, Hellenic Republic  
Digitally signed by Ministry of Digital Governance, Hellenic Republic  
Date: 2021.04.16 12:05:10 EEST  
Reason:  
Location: Athens

***PUBLISHED ON THE INTERNET***

(emblem)  
HELLENIC REPUBLIC  
MINISTRY OF DEVELOPMENT AND  
INVESTMENTS

Athens, 16.04.2021

Protocol number: 45089

GENERAL SECRETARIAT OF COMMERCE &  
CONSUMER PROTECTION

GENERAL MARKET DIRECTORATE

DIRECTORATE OF COMPANIES

DEPARTMENT OF INSURANCE COMPANIES  
AND FINANCIAL INSTITUTIONS

**DECISION**

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**SUBJECT:** Approval of the Demerger of the credit institution under the name "ALPHA BANK S.A." with General Commercial Registry (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") and of the Articles of Incorporation of the Beneficiary.

Taking into consideration:

1. The provisions of:

- a) Law 4548/2018 (Official Gazette A' 104) "Reform of the law on Société's Anonymes", as in force.
- b) Articles 54 par. 3, 57 par. 3, 59-74 and 140-157 of Law 4601/2019 (Official Gazette A' 44 /) "Corporate transformations and harmonization of the legislative framework with the provisions of Directive

2014/55/EU of the European Parliament and of the Council of 16 April 2014 on electronic invoicing in public procurement and other provisions", as in force.

c) Article 16 of Law 2515/1997 (Official Gazette A' 154 / 25-7-1997) "Exercise of the profession of Tax Accountant, operation of the Body of Certified Public Accountants (S.O.E.) and other provisions", as amended and in force.

d) Law 4261/2014 (Official Gazette A' 107) "Access to the activity of credit institutions and prudential supervision of credit institutions and investment firms (transposition of Directive 2013/36/EU), repeal of Law 3601/2007 and other provisions", as in force.

e) Article 5 of Law 4664/2020 (Official Gazette A' 32) "Ratification of Legislative Content Act (P.N.P.) dated 24.12.2019 "Urgent arrangements for the increase of the amount of the Social Dividend for the year 2019, the extension of the validity of the out-of-court debt settlement mechanism and the extension of the deadline for the abolition of Land Registry Offices and Cadastral Offices" (A '212) and other provisions ", as in force.

f) The Cabinet Act No. 36/2015 (Official Gazette A '135) "Regulation of issues in application of paragraphs 2 and 5 (c) of article 7 of Law 3864/2010 (A' 119), as replaced by article 1 of Law 4340/2015 (A '134)."

g) Part XVI "GENERAL COMMERCIAL REGISTRY", articles 85-116 of Law 4635/2019 (Official Gazette A' 167) "Invest in Greece and other provisions".

h) Law 4622/2019 (Official Gazette A' 133) "Executive State: Organisation, operation and transparency of government, governmental institutions and Central Public administration".

i) the Presidential Decree No. 147/2017 (Official Gazette A' 192) "Organization of the Ministry of Economy and Development", as in force.

j) the Presidential Decree No. 80/2019 (Official Gazette A' 118) "Appointment of Kyriakos Mitsotakis, son of Konstantinos, Leader of the" New Democracy "(ND) Party, as Prime Minister".

k) the Presidential Decree No. 81/2019 (Official Gazette A' 119) "Establishment, merger, renaming and abolition of Ministries and definition of their responsibilities - Transfer of services and responsibilities between Ministries".

l) the Presidential Decree No. 83/2019 (Official Gazette A' 121) "Appointment of Deputy Prime Minister, Ministers and Deputy Ministers".

2. The Ministerial Decision No. K1-884 (econ.)/19.04.2012 (Official Gazette B' 1420 / 2012) of the Deputy Minister of Development, Competitiveness & Shipping "Determination of the required data that are registered in the Share in G.E.MI. of obliged persons".

3. The Ministerial Decision No. 117036/17.11.2015 (Official Gazette B' 2490/2015) of the Minister of Economy, Development & Tourism on "Transfer of the signature right "by order of the Minister" to the Secretary General for Trade and Consumer Protection, to the Heads of General Directorates, Directorates and Departments of the General Secretariat for Trade and Consumer Protection of the Ministry of Economy, Development and Tourism".

4. The excerpt of the Minutes of the 1.6.2020 Meeting of the Board of Directors of the credit institution under the name "ALPHA BANK S.A." with General Commercial Registry (G.E.MI.) number 223701000 (the "Demerged Entity"), according to which the Board of Directors of the Bank resolved to initiate the process of the Demerger of "ALPHA BANK S.A." by way of hive-down of the banking business sector with the incorporation of a new 100% subsidiary licensed as a credit institution, in accordance with the provisions of article 16 of law 2515/1997 and articles 54 par. 3, 57 par. 3 and 59-74 of law 4601/2019 as well as of article 145 of law 4261/2014, as in force, to set the 30.6.2020 as the date of the Transformation

Balance Sheet and to appoint KPMG as the certified auditor that will review the draft demerger deed and issue the verification report.

5. The Transformation Balance Sheet of the hived-down banking business sector of the credit institution under the name "ALPHA BANK S.A." dated 30.6.2020.

6. The Report of the Board of Directors of the credit institution under the name "ALPHA BANK S.A." to the General Meeting of the Shareholders dated 15.9.2020, pursuant to article 61 of Law 4601/2019 regarding the demerger by way of hive-down of the banking business sector with the incorporation of a new credit institution that will be established (relevant announcement of registration with G.E.MI. with prot. No. 103127/ 2.10.2020).

7. The excerpt of the Minutes of the 15.9.2020 Meeting of the Board of Directors of the credit institution under the name "ALPHA BANK S.A." by virtue of which the Board of Directors of the Bank approved, inter alia, the hive down, namely the process of the hive-down of the banking business sector with the incorporation of a new 100% subsidiary, in accordance with the provisions of article 16 of law 2515/1997 in combination with the articles 54 par. 3, 57 par. 3 and 59-74 of law 4601/2019 as in force, as well as the documents of the hive down for the purposes of its publication.

8. The Draft Demerger Deed of the credit institution under the name "ALPHA BANK S.A." dated 15.9.2020 on the Demerger by way of hive-down of the banking business sector with the incorporation of a new company that will be established and licensed as a credit institution, in accordance with the provisions of article 16 of law 2515/1997 and articles 54 par. 3, 57 par. 3 and 59-74 and 140 par. 3 of law 4601/2019 as well as article 145 of law 4261/2014, as in force (relevant announcement of registration with G.E.MI. with prot. number 103127/ 2.10.2020).

9. The Report of the Certified Auditor Mr. Charalambos Sirounis (SOEL Reg. number 19071) of the audit company "KPMG Certified Auditors S.A." dated 15.09.2020 on the "*Verification of the book value of the net assets and liabilities of the hived-down banking business sector of Alpha Bank S.A. as at 30 June 2020 and on the examination of the Demerger Deed, in accordance with the provisions of Law 2515/1997 and Law 4601/2019*" (relevant announcement of registration with G.E.MI. with prot. number 103127/ 2.10.2020).

10. The Resolutions of the Extraordinary General Meeting of Shareholders of the credit institution under the name "ALPHA BANK S.A." dated 2.04.2021, by virtue of which it was resolved (Items 1 and 2) as follows:

(a) The approval (i) of the demerger of the credit institution under the name "ALPHA BANK S.A.", by way of hive-down of the banking business sector with the incorporation of a new company ("the Beneficiary"), 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, and (ii) The approval of the Draft Demerger Deed dated 15.9.2020, including the Transformation Balance Sheet dated 30.6.2020.

(b) The approval of the Articles of Incorporation of the Beneficiary new company, including the appointment of the first Board of Directors, the first Audit Committee and the Statutory Certified Auditor of the Beneficiary.

(c) The granting of authorisations to the persons mentioned in the Minutes for the signing of the Demerger Deed under the basic terms of the Draft Demerger Deed as well as further authorisations for the completion of the Demerger.

11. The document with prot. number 111687/22.10.2020 of the Directorate of Companies of the General Directorate of Market addressed to the Banking Supervision Division of the Bank of Greece.

12. The Decision of the European Central Bank (ECB) dated 1.04.2021 with reference number "ECB-SSM-2021-GRALP-5 LIC-2020-0022" and subject "Decision on the application by ALPHA BANK S.A. for an authorization to take up the business of a credit institution" by virtue of which the Governing Council of the European Central Bank (ECB), based on a draft proposal of the Supervisory Board according to Article 26 (8) of Regulation (EU) 1024/2013 of the Council, decided to authorize the applicant to take up the business of a credit institution, in accordance with Article 4 (1) (a) and Article 14 of Regulation (EU) 1024/2013, Article 74 and Articles 76 to 78 of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17), in conjunction with Article 8 (1) and Articles 10 to 14 of Directive 2013/36 /EU of the European Parliament and of the Council and Articles 8 to 10 and 12 to 16 of Greek Law 4261/2014.

13. The Number 45.854/7.4.2021 "Notarial Deed of Demerger of the société anonyme under the name "ALPHA BANK S.A." by way of hive-down of its banking business sector with the incorporation of a new company, according to articles 16 of law 2515/1997 and articles 54 par. 3, 57 par. 3, 59-74 and 140 of law 4601/2019, as in force" of the Athens Notary Georgios Stefanakos, son of Thomas.

14. The applications of the above-mentioned credit institution dated 5.4.2021, 7.4.2021 and 8.4.2021.

### **IT IS RESOLVED**

1. The approval of the Demerger of the credit institution under the name "ALPHA BANK S.A." with General Commercial Registry (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") and of the Articles of Incorporation of the "Beneficiary" (new) credit institution, in accordance with the provisions of article 16 of law 2515/1997 and articles 54 par. 3, 57 par. 3 and 59-74 and 140 par. 3 of law 4601/2019 as well as article 145 of law 4261/2014, as in force, the Decision of the European Central Bank (ECB) dated 1.04.2021 with protocol number "ECB-SSM-2021-GRALP-5 LIC-2020-0022", 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 Articles of Incorporation of the new credit institution consist of thirty (30) articles, as set out in Chapters A', B', C', D', E' and F' thereof.

2. The present Decision shall be registered with the General Commercial Registry (G.E.MI.) and an announcement of the registration shall be published on the website of G.E.M.I.

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

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- Directorate of Companies