



INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with law 4548/2018 "*Reform of the Law of Sociétés Anonymes*" and article 20 par. 3 of the Articles of Incorporation (as in force) as well as by virtue of the resolution of the Board of Directors dated 12.3.2021 the holders of common, nominal, dematerialized shares with voting rights issued by "Alpha Bank S.A." (the "*Bank*") are invited to participate remotely in real time via teleconference to the **Extraordinary General Meeting on Friday, April 2, 2021 at 10:00.**

Taking into account the measures and instructions of the State against the spread of Covid-19 and in accordance with the provisions of the Articles of Incorporation of the Bank, the Extraordinary General Meeting and any Iterative Meeting will take place remotely, in real time via teleconference and by the use of electronic means, under the conditions stipulated by the current legislation and the specific provisions of the present invitation.

In addition, in accordance with the provisions of article 20 par. 4 of the Articles of Incorporation of the Bank, the Shareholders are provided with the option to participate remotely by mail vote in the voting on the items of the Extraordinary General Meeting and any Iterative Meeting, that needs to be sent before the General Meeting, under the conditions stipulated by the current legislation and the specific provisions of the present invitation.

AGENDA

Item 1:

(a) Approval of (i) the demerger of the société anonyme with the corporate name "ALPHA BANK SOCIETE ANONYME", by way of hive-down of the banking business sector 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 and 140 of law 4601/2019, as in force and (ii) the Draft Demerger Deed dated 15.9.2020, including the Transformation Balance Sheet dated 30.6.2020.

(b) Approval of the Articles of Incorporation of the beneficiary new entity, including the appointment of the first Board of Directors, the first Audit Committee and the regular Statutory Certified Auditor of the new entity.

(c) Granting of authorizations.

Item 2:

Amendment of the Articles of Incorporation of the demerged entity with the corporate name "ALPHA BANK SOCIETE ANONYME", as a result of the demerger by way of hive-down of the banking business sector. Granting of authorizations.

In case the statutory quorum to deliberate on the items of the Agenda is not achieved in the Initial (as above) Extraordinary General Meeting, an Iterative General Meeting will be convened remotely in real time by teleconference on **Thursday, April 8, 2021 at 10:00.**

No further invitation for the Iterative General Meeting shall be published, while the items on the Agenda shall be those on which the initial meeting did not resolve.

In accordance with articles 121 and 124 of law 4548/2018, the Bank apprises the Shareholders of the following:

A. Right to Participate in and Vote at the Extraordinary General Meeting

Entitled to participate in and vote at the (initial or iterative) Extraordinary General Meeting is whoever appears as a Holder of common, dematerialized shares with voting rights, issued by the Bank, in the records of the Dematerialized Securities System ("DSS") operated by the Hellenic Central Securities Depository S.A. ("HCSD"), on the record date ("*Record Date*"), i.e. on **Sunday, March 28, 2021**, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Extraordinary General Meeting.

The shareholder capacity is certified electronically by the HCSD, through a direct electronic link of the Bank to the DSS records. Accordingly, Shareholders are not required to provide a written certificate by the HCSD, in order to participate in and vote at any (initial or iterative) Extraordinary General Meeting. Similarly, no blocking of shares or any similar procedure limiting the right to sell and transfer shares, during the interim period between the pertinent Record Date and the respective (initial or, as the case may be, iterative) Extraordinary General Meeting, is required for the exercise of the right to participate in and vote at the said Meeting.

Each common, dematerialized share with voting rights entitles to one (1) vote.

B. Procedure for Remote Participation and Voting in real time via teleconference

In order for the Shareholders to participate in and vote at the Extraordinary General Meeting on **Friday, April 2, 2021** or at the Iterative General Meeting which will take place remotely, in real time via teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real time via teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company "Hellenic Central Securities Depository S.A.", while the WEBEX tool/service team provided by Cisco Hellas SA is used for the teleconference.

In order to access the internet platform, a personal computer, a smartphone or a tablet with an installed browser and internet access is required.

In order for a Shareholder or his/her proxy to create an account on the internet platform above, a valid electronic mail (email) account and a mobile telephone number of the Shareholder or his/her proxy are required.

If, upon accessing the internet platform, the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Bank by the Hellenic Central Securities Depository as part of its services to facilitate Shareholder identification for remote general meetings which are provided to listed companies, in accordance with Resolution 8 of the Board of Directors of the Hellenic Central Securities Depository, "*Electronic information services (2-factor authentication) to facilitate investor access to electronic services of ATHEXCSD*", Shareholders must provide or update the information above, in order to create the account.

For this purpose, Shareholders are requested to contact without delay the Operator of their Account where the shares of the Bank are kept or any other intermediary that provides them with custody services for the shares of the Bank, as the case may be, in order to notify or to update their valid email address and mobile telephone number for identification.

Further instructions to participate in the General Meeting via teleconference will be posted on the website of the Bank and will be sent via email to Shareholders that have completed the above procedure and are eligible to participate in the Initial Extraordinary General Meeting or the Iterative General Meeting.

For any questions and for instructions, Shareholders may contact the Shareholders' Section, by email at ShareholdersSection@alpha.gr or by telephone at +30 210 343 6721 and 210 343 6754.

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support Shareholders and their representatives at +30 210 336 6120 or by email at AXIAeShareholdersMeeting@athexgroup.gr.

Shareholders that will participate in the Extraordinary General Meeting in real time via teleconference are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

Shareholders who are successfully connected to the internet platform will be able to participate in the Extraordinary General Meeting in real time via teleconference through a link that will either be sent to them via email or will be available on the online platform.

By activating the Cisco Webex application through the link at the beginning of the Extraordinary General Meeting, the Shareholders will have the ability to:

- i) follow the proceedings of the General Meeting by using electronic or audio-visual means,
- ii) be given the floor and address the General Meeting orally during the Extraordinary General Meeting and

at the same time, through the internet platform they will have the ability to:

- iii) vote in real time during the Extraordinary General Meeting on the matters of the Agenda,
- iv) receive information about the recording of their vote.

C. Procedure for Remotely Participating in the Voting before the General Meeting (Mail Vote)

I. In addition, Shareholders have the option to participate remotely, **in person or by proxy**, in the voting on the items of the Extraordinary General Meeting that will take place **before the General Meeting**.

Specifically, Shareholders that wish to participate in and vote remotely on the items of the Extraordinary General Meeting that will take place before the General Meeting, can make use of the following options:

a) Either exercise the right to vote before the Extraordinary General Meeting through the internet platform <https://axia.athexgroup.gr/en/home>, in which they have previously created an account and have successfully registered as described in B. above, during the time period from Monday, March 29, 2021 at 10:00 and until twenty-four (24) hours before the date of the Extraordinary General Meeting (i.e. by 10:00 Thursday, April 1, 2021 at the latest).

b) Or fill in the "Mail Vote Form" with the signature authenticated and submit it to the Shareholders' Section, 103 Athinon Avenue, Athens, or send it digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the

Shareholder, via email at ShareholdersSection@alpha.gr at least twenty-four (24) hours before the date of the Extraordinary General Meeting (i.e. by 10:00 on Thursday, April 1, 2021 at the latest).

The Mail Vote Form is available to Shareholders in hard copy at the Shareholders' Section, 103 Athinon Avenue, Athens (tel. +30 210 343 6721 and 210 343 6754) and in electronic form on the Bank's website (www.alpha.gr).

Shareholders that will vote as above before the Extraordinary General Meeting are taken into consideration for the formation of the quorum and the majority, provided that the votes in question have been received by the Bank by 10:00 on Thursday, April 1, 2021 at the latest.

II. It is noted that Shareholders who wish to appoint proxies to participate remotely in the voting on the items of the Extraordinary General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made forty-eight (48) hours before the date of the Extraordinary General Meeting at the latest (i.e. by 10:00 on Wednesday, March 31, 2021 at the latest) as specifically described below in D. II. Following this deadline, it will not be possible to participate by proxy in the voting that will take place before the Extraordinary General Meeting.

III. If the quorum, as required by the Law and the Articles of Incorporation in order to resolve on the whole or part of the original Agenda, is not obtained during the meeting of Friday, April 2, 2021, at the Iterative General Meeting which will take place on Thursday, April 8, 2021 at 10:00, the Shareholders must exercise again the right to vote remotely by mail vote, by a voting that will take place before the Iterative General Meeting, in the following ways:

a) Either by exercising again the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period from Monday, April 5, 2021 at 10:00 and until twenty-four (24) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Wednesday, April 7, 2021 at the latest).

b) Or by filling in the "Mail Vote Form" with the signature authenticated and submitting it to the Shareholders' Section, 103 Athinon Avenue, Athens or sending it digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the Shareholder, via email at ShareholdersSection@alpha.gr at least twenty-four (24) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Wednesday, April 7, 2021 at the latest).

Shareholders that vote as above before the Iterative General Meeting are taken into consideration for the formation of the quorum and the majority, provided that the votes in question are received by the Bank by 10:00 on Wednesday, April 7, 2021 at the latest.

IV. For the potential Iterative General Meeting on Thursday, April 8, 2021, Shareholders that had not appointed a proxy for the Initial Extraordinary General Meeting, or who wish to replace the proxy that had been appointed, in order to participate remotely in the voting that will take place before the Iterative General Meeting, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Tuesday, April 6, 2021 at the latest), as specifically mentioned below in D. II.

After that date, it will not be possible to participate by proxy in the voting that will take place before the Iterative General Meeting.

For any questions and for instructions, Shareholders may contact the Shareholders' Section of the Bank, by email at ShareholdersSection@alpha.gr or by telephone at +30 210 343 6721 and 210 343 6754.

In addition, Shareholders are asked to confirm that the "Mail Vote Form" is successfully sent to and received by the Bank, and, for this purpose, they can call the Shareholders' Section at +30 210 343 6721 and 210 343 6754.

D. Procedure for Exercising Voting Rights by Proxy

I. Each entitled Shareholder may participate in the Extraordinary General Meeting and vote either in person or by proxy(-ies), according to the following stipulations. Each Shareholder, individual or legal entity, may appoint up to three (3) individuals as their proxies. A Holder of shares issued by the Bank, which appear in more than one security accounts, may appoint different proxies for the shares held in each security account. A proxy who acts for more than one Shareholder may vote differently for each Shareholder. A Shareholder may appoint a proxy for one or more General Meetings and for a specific time period. The proxy shall vote according to the Shareholder's instructions, if any. Non-compliance with the instructions received by the Shareholder shall not affect the validity of the resolutions of the General Meeting, even if the proxy's vote was the decisive one for the achievement of a majority. The Shareholder's proxy shall archive the voting instructions for at least one (1) year, starting from the date of the General Meeting or, in case of postponement, from the date of the last Iterative Meeting in which the proxy right was exercised.

The same procedure (as above) shall be followed in case of revocation and/or replacement of the appointment of the proxy.

The appointment and the revocation or replacement of a Shareholder's proxy are submitted to the Bank, as per the above, at least forty-eight (48) hours prior to the set date of the Meeting. Shareholders who do not comply with the 48-hour deadline shall participate in the General Meeting, unless the Extraordinary General Meeting refuses their participation for a material reason which justifies this refusal.

Each person holding a shareholder proxy, who may exercise at his discretion the shares rights of the person represented by him, is required to disclose to the Bank, before the (initial or, as the case may be, iterative) Extraordinary General Meeting commences, any specific circumstance of relevance to the Shareholders, so they can assess the risk that such a person might pursue interests other than those of the represented Shareholder.

Conflicts of interest may arise especially when the proxy holder is:

- a) a controlling Shareholder of the Bank or a legal person or entity controlled by such Shareholder and/or
- b) a Member of the Board of Directors or generally the Management of the Bank or of a controlling Shareholder of the Bank or of a legal person or entity controlled by a Shareholder exercising control over the Bank and/or
- c) an Employee or a Statutory Certified Auditor of the Bank or of a controlling Shareholder of the Bank or of a legal person or entity controlled by a Shareholder exercising control over the Bank and/or
- d) the spouse or a first-degree relative of one of the individuals referred to in subparagraphs a) to c) above.

II. Specifically for shareholder participation by proxy in the Extraordinary General Meeting on Friday, April 2, 2021 (or any Iterative Meetings), remotely in real time via teleconference, or for shareholder participation by proxy in the voting on the items of the Agenda of the Extraordinary General Meeting that will take place before the General Meeting, Shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Extraordinary General Meeting (i.e. by 10:00 on Wednesday, March 31, 2021 at the latest).

Upon receipt of the information above by the Bank and on the basis of the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to above.

Proxy forms for the appointment of proxy(-ies) are available to the Shareholders, on first demand, in hard copy at the Bank's Branches or may be downloaded from the Bank's website (www.alpha.gr) and offer the following options:

- a) To appoint a proxy to participate in the Extraordinary General Meeting on Friday, April 2, 2021 remotely in real time via teleconference; and
- b) To appoint a proxy to vote on the items of the Agenda of the Extraordinary General Meeting that will take place before the Iterative General Meeting on Thursday, April 8, 2021.

The above-mentioned documents should be filled in, signed with the signature authenticity verified and submitted to the Shareholders' Section of the Bank, at 103 Athinon Avenue, Athens or be sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or Shareholder by e-mail at ShareholdersSection@alpha.gr at least forty eight (48) hours before the date of the General Meeting.

Shareholders are requested to confirm the successful dispatch of the appointment in writing and the receipt by the Bank and, for this reason, they may contact by telephone the Shareholders' Section at +30 210 343 6721 and 210 343 6754.

E. Shareholder Minority Rights

Pursuant to article 141 of law 4548/2018:

- (a) Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Bank are entitled to request the addition of items to the Agenda of the already convened General Meeting, provided that an application to that effect is received by the Board of Directors of the Bank at least fifteen (15) days prior to the General Meeting, to which a reasoning or a draft resolution for approval by the General Meeting is attached. The Board of Directors is required to include the additional items on the Agenda and post the same on the Bank's website (www.alpha.gr) at least thirteen (13) days prior to the General Meeting. At the same time, the revised Agenda is made available to the Shareholders on the Bank's website (www.alpha.gr), along with the reasoning or the draft resolution submitted by the Shareholders as foreseen in par. 4 of article 123 of law 4548/2018. If these items are not published, the applicants - Shareholders are entitled to request the postponement of the General Meeting, in accordance with par. 5 of article 141 of law 4548/2018 and to proceed with the publication themselves, as stipulated in the second indent of par. 2 of article 141 of law 4548/2018, at the Bank's expense.
- (b) Shareholders representing at least one twentieth (1/20) of the paid-in capital of the

Bank are entitled to submit, by means of an application to be received by the Board of Directors of the Bank at least seven (7) days prior to the General Meeting, draft resolutions on items included in the initial or in any revised Agenda of the General Meeting, which shall be made available to the Shareholders, as stipulated in par. 3 of article 123 of law 4548/2018, at least six (6) days prior to the General Meeting.

- (c) At the request of Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Bank, the Chair of the General Meeting is obliged to postpone for one time only the resolution of the General Meeting on all or (as the case may be) certain items of the Agenda, determining as the day for the resumption of the (postponed) meeting, the one specified in the application of the Shareholders, which shall be set no later than twenty (20) days from the date of the postponement.
- (d) Shareholders may apply to the Board of Directors of the Bank, at least five (5) full days prior to the General Meeting, for specific information to be provided to the General Meeting on Bank matters, to the extent that it is pertinent to the items of the Agenda. The obligation for the provision of information does not apply when the relevant information is already available on the Bank's website.
- (e) Following an application to the Board of Directors by Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Bank, the Board of Directors shall notify the Extraordinary General Meeting of amounts paid, in the last two years, to any Member of the Board of Directors or Manager of the Bank, together with any benefit granted to these persons for whatever reason or as a result of a contract between the Bank and such persons. The said application of the Shareholders shall be received by the Board of Directors at least five (5) full days prior to the General Meeting.
- (f) Shareholders representing at least one tenth (1/10) of the paid-in capital of the Bank are entitled to request the Board of Directors of the Bank, at least five (5) full days prior to the General Meeting, to apprise the General Meeting of the course of corporate affairs and the assets of the Bank.

In all of the above cases, the applicants - Shareholders should provide proof of their shareholder capacity and, apart from the case of paragraph (d) above, of the number of shares they hold at the time of the exercise of the respective right. The provision of a certificate by the organization in which the respective securities are kept or the certification of the Shareholder capacity through a direct electronic link between the organization and the Bank also constitutes such proof.

Detailed information about minority rights and their terms of exercise are available on the Bank's website (www.alpha.gr).

Available documents and information

The Invitation, the proxy form and the proxy revocation form, the draft resolutions on the Agenda items, together with any item, in general, referred to in article 123 pars. 3 and 4 of law 4548/2018 are available in hard copy at the Shareholders' Section, 103 Athinon Avenue, Athens (tel. +30 210 343 6721 and 210 343 6754) and are also posted on the Bank's website (www.alpha.gr).

Athens, March 12, 2021
The Board of Directors