



**INVITATION  
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ALPHA SERVICES AND HOLDINGS S.A.**

General Commercial Registry (G.E.M.I.) No 223701000

In accordance with law 4548/2018 "*Reform of the Law of Sociétés Anonymes*" and article 20 par. 3 of the Articles of Incorporation as well as by virtue of the resolution of the Board of Directors dated 29.5.2025, the holders of common, registered, dematerialized shares with voting rights (the "Shareholders") issued by "**ALPHA SERVICES AND HOLDINGS S.A.**" (the "Company") are invited to participate in the **Extraordinary General Meeting on Monday, June 23, 2025 at 18:00**, which will take place in a hybrid manner, namely, with the physical presence of Shareholders at the Athens Exchange, 110 Athinon Avenue, Athens, GR-104 42, and with the participation of Shareholders remotely, in real time, via teleconference. The persons falling under pars. 1 and 2 of article 127 of law 4548/20218 may also be present in the Extraordinary General Meeting in the same manner.

In accordance with the provisions of the Articles of Incorporation of the Company, the Extraordinary General Meeting and any Iterative General Meeting will take place in the manner described above, subject to the conditions set out in the applicable legislation and the specific provisions of the present Invitation.

It is noted that the Extraordinary General Meeting will be conducted in Greek, while, for those of the participants who wish to follow it in English, online interpretation will be available.

In addition, in accordance with the provisions of article 20 par. 4 of the Articles of Incorporation of the Company, the Shareholders are provided with the option of participating remotely in the voting on the items of the Extraordinary General Meeting and any Iterative General Meeting by mail vote, that must be sent before the Extraordinary General Meeting, subject to the conditions set out in the applicable legislation and the specific provisions of the present Invitation.

**AGENDA**

1. Approval of: (a) the merger by absorption of the Company by the société anonyme under the corporate name "ALPHA BANK S.A.", in accordance with article 16 of law 2515/1997 and articles 7 to 21 and 140 of law 4601/2019, as currently in force; (b) the Draft Merger Agreement and (c) the Merger Documentation.
2. Granting of authorizations regarding the Merger.

In the event that the required quorum to deliberate on any item of the Agenda is not achieved in the initial (as above) Extraordinary General Meeting, an Iterative General Meeting will be convened on **Monday, June 30, 2025 at 10:00** in the same manner described above, i.e. namely, in a hybrid manner with the physical presence of Shareholders at the Athens Exchange, 110 Athinon Avenue, Athens, GR-104 42, and with the participation of Shareholders remotely, in real time, via teleconference. The persons falling under pars. 1 and 2 of article 127 of law 4548/20218 may also be present in the Iterative General Meeting in the same manner.

No further invitation for the Iterative General Meeting shall be published, in accordance with article 130 par. 2 of law 4548/2018.

In accordance with articles 121, 123, 124 and 128 of law 4548/2018, the Company appraises 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 Extraordinary General Meeting or at the Iterative General Meeting is any natural person or legal entity that has the shareholder status at the beginning of the fifth (5th) day prior to the date of the (initial) Extraordinary General Meeting, namely on the record date, i.e. on **Wednesday, June 18, 2025** (the “Record Date”).

A person registered as a Shareholder of the Company on the Record Date at the Dematerialized Securities System (the “DSS”) of the “HELLENIC CENTRAL SECURITIES DEPOSITORY S.A.” (ATHEXCSD) or identified as such, on the Record Date, through registered intermediaries or other intermediaries in compliance with the provisions of the legislation [law 4548/2018, law 4569/2018, law 4706/2020 and Regulation (EU) 2018/1212] as well as of the Rulebook of Operation of the Hellenic Central Securities Depository, as in force, is considered as Shareholder *vis-à-vis* the Company and is entitled to participate in and vote at the Extraordinary General Meeting and/or at the Iterative General Meeting.

The proof of the shareholder status can be verified by any lawful means and, in any case, based on the information that the Company receives by the ATHEXCSD or through the participants and registered intermediaries in the central securities depository, in the case that the shares are kept in an omnibus account. A Shareholder may participate in the Extraordinary General Meeting or in the Iterative General Meeting according to confirmations or notices notifications, under articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, unless the Meeting refuses this participation for a serious cause justifying its refusal in accordance with the applicable provisions (article 19 par. 1 law 4569/2018, article 124 par. 5 law 4548/2018).

It is noted that the exercise of the above rights (participation and voting) does not entail blocking of shares or any other similar process that restricts the ability to sell or transfer the shares during the period between the Record Date and the date of the Extraordinary General Meeting (or at the date of the Iterative General 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 **Monday, June 23, 2025** or at the Iterative General Meeting 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 a shareholder account on the internet platform that has been developed by the ATHEXCSD of the Athens Exchange Group to provide remote general meeting services in real time via teleconference to listed companies and is accessible 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 Zoom Meetings service provided by Zoom Video Communications, Inc. 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 (e-mail) address 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 (DSS) or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies, in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote Extraordinary General Meeting of Shareholders", Shareholders must provide or update the information above, in order to create the account.

**For this purpose, and in order to avoid dysfunctions, Shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary acting as custodian for their shares, in order to notify or to update their valid e-mail address and mobile telephone number for the purpose of identification.**

Further instructions for participating in the Extraordinary General Meeting or in the Iterative General Meeting via teleconference will be posted on the website of the Company (<https://www.alphaholdings.gr/en/>) and will be sent via e-mail to Shareholders who will complete the above procedure and are eligible to participate in the initial Extraordinary General Meeting or in any Iterative General Meeting.

For any questions and for information, Shareholders may contact the Company's Shareholders' Department, by e-mail at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.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 Extraordinary General Meeting or of the Iterative General Meeting, a help desk will operate that will provide information and support to Shareholders and their representatives on issues related to the conduct of the General Meeting through the AXIA e-SM platform (e.g. connection, voting, etc.) at +30 210 336 6426 or by e-mail at [AxiaeShareholdersMeeting@athexgroup.gr](mailto:AxiaeShareholdersMeeting@athexgroup.gr).

On the date of the Extraordinary General Meeting or of the Iterative General Meeting, in order to participate in the proceedings in real time, via teleconference, the Shareholders must timely connect through the internet platform, at least fifteen (15) minutes before the start time of the Extraordinary General Meeting as announced in this Invitation, and declare the number of voting rights by which they will participate in and vote at the General Meeting.

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

Shareholders who are successfully connected to the internet platform will be able to participate in the Extraordinary General Meeting or in the Iterative General Meeting in real time via teleconference through a link that will be sent to them via e-mail.

By activating the teleconference application (Zoom) through the link at the beginning of the Extraordinary General Meeting or of the Iterative General Meeting, the Shareholders will have the ability to:

- i) follow the proceedings of the Extraordinary General Meeting by using electronic or audio-visual means,
  - ii) be given the floor and address the Extraordinary General Meeting using the Zoom application 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 items of the Agenda,
  - iv) receive information on the recording of their vote.

### **C. Procedure for Remotely Participating in the Voting prior to 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 agenda items of the Extraordinary General Meeting that will take place **prior to the Extraordinary General Meeting, taking into consideration the provisions of article 126 of law 4548/2018.**

Specifically, Shareholders that wish to participate in and vote remotely on the items of the Extraordinary General Meeting that will take place prior to the Extraordinary General Meeting can make use of one 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 section B. above, during the time period until twenty-four (24) hours before the date of the Extraordinary General Meeting (i.e. by 18:00 on Sunday, June 22, 2025 at the latest).
- b) Or fill in the “Mail Vote Form” with the signature authenticated and submit it to the Shareholders’ Department, 17-19 Papastratou Street, Piraeus or send it digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the Shareholder, via e-mail at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) at least twenty-four (24) hours before the date of the Extraordinary General Meeting (i.e. by 18:00 on Sunday, June 22, 2025 at the latest).
- c) Or participate by means of confirmations or notifications provided by intermediaries, under articles 5 and 6 of Regulation (EU) 2018/1212.

The Mail Vote Form is available to Shareholders in hard copy at the Shareholders’ Department, 17-19 Papastratou Street, Piraeus (tel. +30 210 343 6721 and 210 343 6754) and in electronic form on the Company’s website (<https://www.alphaholdings.gr/en/>).

Shareholders that 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 Company by 18:00 on Sunday, June 22, 2025 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

Extraordinary General Meeting can appoint up to one (1) proxy; the appointment must be made forty-eight (48) hours prior to the date of the Extraordinary General Meeting at the latest (i.e. by 18:00 on Saturday, June 21, 2025 at the latest) as specifically described below in section D. II. Following the expiry of 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 any item of the Agenda, is not obtained during the Extraordinary General Meeting of Monday, June 23, 2025, at the Iterative General Meeting which will take place on Monday, June 30, 2025 at 10:00, the Shareholders must exercise again the right to vote remotely by mail vote, in 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 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 section B. above, during the time period until twenty-four (24) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Sunday, June 29, 2025 at the latest).

b) Or by filling in a new "Mail Vote Form" with the signature authenticated and submitting it to the Shareholders' Department, 17-19 Papastratou Street, Piraeus or by sending it digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the Shareholder, via e-mail at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) at least twenty-four (24) hours before the date of the Iterative General Meeting (i.e. by 10:00 on Sunday, June 29, 2025 at the latest).

c) Or by participating by means of confirmations or notifications provided by intermediaries, under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above prior to 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 Company by 10:00 on Sunday, June 29, 2025 at the latest.

IV. For the potential Iterative General Meeting on Monday, June 30, 2025, the 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 prior to 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 Saturday, June 28, 2025 at the latest), as specifically mentioned below in section D. II.

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

For any questions and for instructions, Shareholders may contact the Shareholders' Department of the Company, by e-mail at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.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 Company, and, for this purpose, they can call the Shareholders' Department at +30 210 343 6721 and 210 343 6754.

#### **D. Procedure for participating in the vote with physical presence**

For Shareholders who wish to participate in person or by proxy, with physical presence, in

the voting on the agenda items of the General Meeting (or any Iterative Meeting) at the Athens Exchange, 110 Athinon Avenue, Athens, GR-104 42, the use of identity card is necessary.

#### **E. Procedure for Exercising Voting Rights by Proxy**

I. Each entitled Shareholder may participate in the Extraordinary General Meeting or in the Iterative General Meeting and vote either in person or by proxy(-ies), according to the following stipulations. Each Shareholder, natural person or legal entity, may appoint up to three (3) individuals as their proxies. However, a holder of shares issued by the Company, which are held in more than one Investor Securities Account, may appoint different proxies for the shares held in each investor account. A proxy appointment can be freely recalled. 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 Extraordinary 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 does not affect the validity of the resolutions of the Extraordinary General Meeting, even if the proxy's vote was decisive for the achievement of the majority. The Shareholder's proxy shall archive the voting instructions for at least one (1) year, starting from the date of the Extraordinary General Meeting or, in case of postponement, from the date of the last Iterative General Meeting in which the proxy right was exercised.

The appointment and the revocation or replacement of a Shareholder's proxy are submitted to the Company, in writing or by electronic means, as per the above, at least forty-eight (48) hours prior to the set date of the Extraordinary General Meeting. The notification of the appointment and of the revocation or replacement of the proxy by electronic means is effected by electronic mail at the e-mail address indicated above or, in case of Shareholders that are identified through intermediaries, via confirmations or notifications provided by intermediaries, under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders who do not comply with the 48-hour deadline shall participate in the Extraordinary General Meeting, unless the Extraordinary General Meeting or the Iterative General Meeting declines their participation for a material reason justifying this refusal.

Each person holding a shareholder proxy is required to disclose to the Company, prior to the commencement of the Extraordinary General Meeting or the Iterative General Meeting, any fact which might be useful 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 Company 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 Company or of a controlling Shareholder of the Company or of a legal person or entity controlled by a Shareholder exercising control over the Company and/or
- c) an Employee or a Statutory Certified Auditor of the Company or of a controlling Shareholder of the Company or of a legal person or entity controlled by a Shareholder exercising control over the Company and/or
- d) the spouse or a first-degree relative of one of the individuals referred to in cases a) to c) above.



II. Specifically for shareholder participation by proxy in the Extraordinary General Meeting on Monday, June 23, 2025 (or any Iterative Meeting), 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 prior to the Extraordinary General Meeting, Shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the Shareholders through which the shares are kept may appoint up to one (1) proxy. The appointment must be made at least forty-eight (48) hours before the set date of the Extraordinary General Meeting (i.e. by 18:00 on Saturday, June 21, 2025 at the latest for the Extraordinary General Meeting and by 10:00 on Saturday, June 28, 2025 at the latest for the Iterative General Meeting).

Upon receipt of the information above by the Company and on the basis of the e-mail address and mobile telephone of the proxy, as declared in the proxy form, an account is created for the proxy on the internet platform; the proxy is informed by e-mail in order to activate the account so as 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 Shareholders' Department, 17-19 Papastratou Street, Piraeus or may be downloaded from the Company's website (<https://www.alphaholdings.gr/en/>) and offer the following options:

- a) To appoint a proxy to participate in the Extraordinary General Meeting on Monday, June 23, 2025; and
- b) To appoint a proxy to participate in the voting on the items of the Agenda of the Extraordinary General Meeting that will take place prior to the Extraordinary General Meeting on Monday, June 23, 2025.

The abovementioned documents should be filled in, signed with the signature authenticity verified and submitted to the Shareholders' Department of the Company, 17-19 Papastratou Street, Piraeus or be sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or Shareholder by e-mail at [ShareholdersDepartment@alphaholdings.gr](mailto:ShareholdersDepartment@alphaholdings.gr) at least forty-eight (48) hours before the date of the Extraordinary General Meeting.

Shareholders are requested to confirm the successful dispatch of the proxy form and the receipt by the Company and, for this purpose, they may contact the Shareholders' Department by telephone at +30 210 343 6721 and 210 343 6754.

III. In case of an Iterative General Meeting, the Shareholder who wishes to appoint a proxy for the first time or to appoint other than the one appointed for the initial Extraordinary General Meeting has to follow the same procedure as per the paragraph II above within the aforementioned time limits, i.e. the latest 48 hours before the Iterative General Meeting, i.e. by 10:00 on Saturday, June 28, 2025. In case a Shareholder wishes to participate solely in the Iterative General Meeting, the form must make reference to the specific meeting and the mandates should refer only to the agenda items on which no resolution has been reached at the initial Extraordinary General Meeting.

## **E. Shareholder Minority Rights**

Pursuant to article 141 of law 4548/2018 Shareholders have, among others, the following rights:

- (a) Shareholders representing at least one twentieth (1/20) of the paid-in capital of the

Company are entitled to request that the Board of Directors of the Company should include additional items to the Agenda of the already convened General Meeting, provided that an application to that effect is received by the Board of Directors at least fifteen (15) days prior to the General Meeting. Such request must be accompanied by a reasoning or a draft resolution for approval by the General Meeting. The Board of Directors is required to include the additional items on the Agenda and post the same on the Company's website (<https://www.alphaholdings.gr/en/>) 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 Company's website (<https://www.alphaholdings.gr/en/>), along with the reasoning or the draft resolution submitted by the Shareholders as foreseen in article 123, par. 4 of law 4548/2018. If the additional items are not disclosed, the applicants – Shareholders are entitled to request the postponement of the General Meeting, in accordance with article 141, par. 5 of law 4548/2018 and to proceed with the publication themselves, in accordance with article 122 of law 4548/2018, seven (7) days prior to the General Meeting, at the Company's expense.

- (b) Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Company are entitled to submit, by means of an application to be received by the Board of Directors of the Company 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 article 123 par. 3 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 Company, the Chair of the General Meeting is obliged to postpone only once the resolution of the General Meeting on all or (as the case may be) on certain items of the Agenda, determining as the date of the resumption of the (postponed) meeting, the date indicated in the application of the Shareholders, which shall not be more than twenty (20) days from the date of the postponement.
- (d) Shareholders may apply to the Board of Directors of the Company, at least five (5) full days prior to the General Meeting, for specific information to be provided to the General Meeting with respect to the Company's affairs, to the extent that it is pertinent to the items of the Agenda. There is no obligation to provide such information if the relevant information is already available on the Company'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 Company, the Board of Directors shall disclose to the Extraordinary General Meeting any amounts paid, in the last two (2) years, to any Member of the Board of Directors or Director of the Company, together with any benefit granted to these persons for any reason or as a result of a contract between the Company 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 Company are entitled to request that the Board of Directors of the Company, at least five (5) full days prior to the General Meeting, should provide to the General Meeting information with respect to the course of the Company's affairs and financial situation. The Board of Directors may refuse to provide the said information for a material reason, as recorded in the Minutes.

In all of the above cases, the applicants-Shareholders should provide proof of their shareholder status as well as, with the exception of the case of paragraph (d) above, of the number of shares they hold at the time of the exercise of the respective right. The proof of



shareholding may be provided by any legal means and in any case on the basis of information received by the Company or the provision of a certificate by the organization in which the respective securities are kept or the certification of the shareholder status through a direct electronic link between the organization and the Company also constitutes such proof, in accordance with article 141 par. 12 of Law 4548/2018, as in force. Detailed information about minority rights and their terms of exercise is available on the Company's website (<https://www.alphaholdings.gr/en/>).

#### Available documents and information

The Invitation, the proxy forms, the draft resolutions on the items of the Agenda, 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' Department, 17-19 Papastratou Street, Piraeus (tel. +30 210 343 6721 and 210 343 6754) and are also posted on the Company's [website](https://www.alphaholdings.gr/en/Holdings/Investor-relations/General-meetings) (<https://www.alphaholdings.gr/en/Holdings/Investor-relations/General-meetings> ).

**Athens, May 29, 2025**

**The Board of Directors**

This invitation is not an offer of securities for sale or the solicitation of an offer to purchase securities. Any securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended. No offer for sale of, or solicitation of an offer to purchase, the securities described herein is being distributed, directly or indirectly, in the United States, or by the use of the United States mails, or by any means or instrumentality (including without limitation telephonically or electronically) of the United States interstate or foreign commerce, or any facility of a United States national securities exchange. No offer for sale of, or solicitation of an offer to purchase, the securities described herein shall be mailed, forwarded, sent, transmitted or otherwise distributed in, into or from the United States (including without limitation by any custodian, nominee, trustee or agent). Any person accessing the information provided in this invitation shall be deemed to have acknowledged the above.