



## INVITATION TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with law 4548/2018 “Reform of the Law of Sociétés Anonymes” and the Articles of Incorporation (as in force), the holders of common, paperless shares with voting rights issued by “Alpha Bank S.A.” (the “Bank”) are invited to an Ordinary General Meeting, on Friday, July 31, 2020, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

It is pointed out that the Bank, aiming to protect the Shareholders, its Employees and the public in general, applies all the precautionary safety measures for restricting the spread of Covid-19.

It is reminded that, as in every General Meeting, participation in the Ordinary General Meeting is possible via a proxy and voting may also be conducted according to the written instructions of the Shareholders.

The Shareholders who wish to make use of this option are kindly requested to contact the Shareholders’ Section by calling at +30 210 343 6721 and 210 343 6754 or by sending an e-mail to [ShareholdersSection@alpha.gr](mailto:ShareholdersSection@alpha.gr).

It is pointed out that due to the application of the precautionary safety measures for restricting the spread of Covid-19, no third parties, apart from the Shareholders and their proxies, shall be allowed to enter the Meeting area and no reception for the individuals present shall take place, as was customary.

Shareholders may participate in and vote at the Ordinary General Meeting as per the procedures stipulated under paragraphs A and B of this Invitation.

Shareholders may follow the proceedings of the Ordinary General Meeting, as per the procedures stipulated under paragraph D of this Invitation, on the website <https://axia.athexgroup.gr> and on the website <https://axia.athexgroup.gr/en/home> in the English language.

### AGENDA

1. Approval of the Annual and Consolidated Financial Statements of the financial year 2019 (1.1.2019 - 31.12.2019), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.
2. Approval, as per article 108 of law 4548/2018, of the overall management for the financial year 2019 (1.1.2019 - 31.12.2019) and discharge of the Statutory Certified Auditors for the financial year 2019, in accordance with article 117 of law 4548/2018.
3. Election of Statutory Certified Auditors for the financial year 2020 (1.1.2020 - 31.12.2020) and approval of their remuneration.
4. Approval of the Members of the Board of Directors’ remuneration for the financial year 2019 (1.1.2019 - 31.12.2019).

5. Approval, in accordance with article 109 of law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2020 (1.1.2020 - 31.12.2020).
6. Deliberation and advisory vote on the Remuneration Report, in accordance with article 112 of law 4548/2018.
7. Establishment of a stock options plan for Members of the Management and of the Personnel of the Bank and its affiliated companies, within the meaning of article 32 of law 4308/2014, in the form of stock options rights by issuing new shares, in accordance with article 113 of law 4548/2018 and granting of authorization to the Board of Directors to settle procedural issues and details.
8. (a) Announcement on the election of Members of the Board of Directors in replacement of Members who resigned.  
(b) Appointment of Independent Members of the Board of Directors.  
(c) Composition of the Committees of the Board of Directors apart from the Audit Committee (for which see Item 9).
9. Composition of the Audit Committee.
10. Granting of authority, in accordance with article 98 of law 4548/2018, to Members of the Board of Directors and the General Management as well as to Managers to participate in the boards of directors or in the management of companies having purposes similar to those of the Bank.

In case the statutory quorum to deliberate on the items of the Agenda is not achieved in the initial (as above) Ordinary General Meeting, an Iterative Ordinary General Meeting will be convened on Friday, August 7, 2020, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

No further invitation for the Iterative Ordinary 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 Ordinary General Meeting

Entitled to participate in and vote at the (initial or iterative) Ordinary General Meeting is whoever appears as a Holder of common, paperless 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, July 26, 2020, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Ordinary 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) Ordinary 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) Ordinary General Meeting, is required for the exercise of the right to participate in and vote at the said Meeting.

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

#### B. Procedure for Exercising Voting Rights by Proxy

Each entitled Shareholder may participate in the Ordinary 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.

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](http://www.alpha.gr)). The forms duly filled-in and signed and with verification of signature:

- (I) Should be sent to the Bank, either:
  - (i) by fax at +30 210 343 6823, or (ii) by scanning the (above) original document and forwarding the copy via e-mail at [ShareholdersSection@alpha.gr](mailto:ShareholdersSection@alpha.gr),
- (II) Or should be submitted at the Shareholders' Section, 103 Athinon Avenue, Athens (tel. +30 210 343 6721 and 210 343 6754) or at any of the Bank's Branches, at least forty eight (48) hours prior to the (initial or iterative) Ordinary General Meeting.

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 Ordinary 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) Ordinary 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.

Shareholders are not provided with the option to participate in the (initial or, as the case may be, iterative) Ordinary General Meeting by electronic means, without being

physically present at the venue of the General Meeting, nor are they provided with the option to vote remotely (by electronic means or by mail).

### C. 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](http://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](http://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) At the request of Shareholders representing at least one twentieth (1/20) of the paid-in capital of the Bank, the resolution on an item of the Agenda of the General Meeting is conducted in an open vote.
- (e) 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.
- (f) 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 Ordinary 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.
- (g) 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 (e) 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](http://www.alpha.gr)).

#### D. Procedure for following the proceedings of the Ordinary General Meeting remotely in real time

In order for Shareholders to follow the proceedings of the Ordinary General Meeting of July 31, 2020 or of the Iterative General Meeting (if any) remotely in real time without being physically present, they must create and use an electronic shareholder account at the web-based electronic platform that has been developed by the Hellenic Exchanges - Athens Stock Exchange Group to provide remote General Meeting services in real time to issuing companies on the website <https://axia.athexgroup.gr> and on the website <https://axia.athexgroup.gr/en/home> in the English language.

The web-based electronic platform is provided by the company "Hellenic Central Securities Depository S.A." (HCSD), while the WEBEX set of tools/services by Cisco Hellas S.A. is used for following the proceedings of the Ordinary General Meeting.

In order to access the web-based electronic platform, a personal computer, a smartphone or a tablet, having a browser installed as well as internet access is required.

In order for a Shareholder to create an account in the above web-based electronic platform, a valid electronic mail (e-mail) account and a mobile telephone number of the Shareholder are required.

If during the access to the web-based electronic platform the above information entered by the Shareholder does not match the information registered in the Dematerialized Securities System and notified to the Bank by the HCSD, as part of its services to facilitate shareholder identification for remote general meetings which are provided to the issuing sociétés anonymes, in accordance with Decision No 8 of the Board of Directors of the HCSD "Services to facilitate the identification of shareholders at remote general meetings & provision of a 2-factor authentication procedure for investor access to electronic services of the HCSD", the Shareholder must provide and/or update the above information in order to create the account.

For this purpose, Shareholders, who are interested in following the proceedings of the Ordinary General Meeting remotely, are requested to contact without delay the Operator of their security 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 them of or to update their valid e-mail address and mobile telephone number for their identification.

For any questions and information, Shareholders may contact the Shareholders' Section of the Bank via e-mail at [ShareholdersSection@alpha.gr](mailto:ShareholdersSection@alpha.gr) or via telephone at +30 210 343 6721 and 210 343 6754 (daily from 9:00 to 15:00).

Furthermore, starting with the publication of the present and until the end of the proceedings of the Ordinary General Meeting, a help desk will operate, that will provide information and support to Shareholders and their proxies (if any) at +30 210 336 6120 or via e-mail at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.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](http://www.alpha.gr)).

Athens, July 9, 2020  
The Board of Directors