



ALPHA BANK

**WHISTLEBLOWING
POLICY AND PROCEDURES**

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I. WHISTLEBLOWING POLICY

1. INTRODUCTION

1.1 Purpose

The present Policy sets the principles and the framework through which the Alpha Bank Group (hereinafter “the Group”) receives, assesses and investigates anonymous and non-anonymous reports on serious irregularities, omissions or offences that came to the attention of its Personnel, Customers or Suppliers.

A major commitment of the Group is to maintain the highest level of ethics and professional behaviour, having zero tolerance towards illegal and irregular acts affecting its prestige and credibility.

1.2 Regulatory Framework

The Whistleblowing Policy (hereinafter “the Policy”) falls within the provisions of the Bank of Greece Governor’s Act 2577/9.3.2006 on the “Framework of operational principles and criteria for the evaluation of the organisation and Internal Control Systems of credit and financial institutions and relevant powers of their management bodies”, as in force.

1.3 Whistleblowing Scope and Obligation

The present Policy applies to all the Companies of the Group, including the Group Companies abroad pertaining to which a relevant Whistleblowing Policy, aligned with the local principles and legislation, may exist due to regulatory provisions applicable in the country in which each Company is active.

The whistleblowing procedure is addressed to the entire Personnel, all the Customers as well as to anyone providing services to the Bank and to the Group Companies and is designed to complement the Personnel Regulations and the Circulars of the Bank with regard to the general duties of the Employees.

In particular, the anonymous or non-anonymous whistleblowing obligation applies to the following persons related to the Group:

- The Members of the Boards of Directors.
- The Managers.
- The persons appointed as Advisors.
- The permanent and temporary Employees.
- Persons and companies cooperating with the Bank under contracts of work.
- The Suppliers.
- The Customers.
- Any third party possessing evidence and/or information on irregular/illegal acts (which have been or may be committed) pertaining to the Group.

2. GENERAL PRINCIPLES

The Policy constitutes a means of ensuring the integrity, prestige and reputation of the Bank and of the Group Companies. It contributes to the identification of risks and to the adoption of appropriate corrective measures (i.e. strengthening of the Internal Control System, early detection of incidents of fraud or other serious offences, sanctions implemented against liable parties, notification of the competent Authorities, as applicable).

Ensuring an environment of trust and safety for their Personnel, Customers and Suppliers, the Bank and the Group Companies encourage the disclosure in “good faith” of illegal acts or serious offences, which come to their attention.

A major and inviolable principle of the Policy is the protection of anonymity and confidentiality of the personal data of persons submitting such reports and, in case they are Employees of the Bank or of the Group Companies, the protection of their present position or their future professional development.

There is no promise of whistleblower award and the relevant reports are submitted in the context of complying with the institutional and regulatory framework (Bank of Greece Governor's Act 2577/9.3.2006) on the one hand and of defending the interests of the Bank, the Group Companies, the Shareholders and the Customers on the other.

The whistleblowing procedure aims at strengthening transparency, which encourages the disclosure of incidents that give rise to suspicions of serious violations of the procedures and Policies of the Bank and the Group Companies as well as the disclosure of incidents of fraud, corruption, coercion or other violations.

3. WHISTLEBLOWING SCOPE

Disclosures shall be carried out on condition of faithful and reasonable belief that an offence or misdeed has been or may be committed. The Personnel, Customers or Suppliers of the Bank and the Group Companies are encouraged to make disclosures of offences, cases of suspected illegal behaviour, mismanagement incidents or serious irregularities-omissions in connection with the regulations, policy and procedures as well as in relation with financial reporting and the preparation of the Financial Statements of the Bank and the Group. Indicatively:

- Acts involving gross negligence, potential fraud or corruption.
- Acts afflicting the purpose and reputation of the Bank and the Group Companies.
- Acts conflicting with the interests of the Bank and the Group Companies.
- Serious violations of policies and procedures, which might result in financial loss.
- Serious irregularities as well as serious violations pertaining to the provision of investment services or the engagement in investment activities.
- Acts that arguably offend the code of ethical practice of the Bank and the Group Companies and especially the Code of Ethics of the Group.
- Acts that endanger the safety of an Employee.
- Offering or accepting a bribe.
- Acts harmful to the environment.

Disputes of a labour relations nature should be addressed in accordance with the provisions of the Personnel Regulation of the Bank.

Additionally, Customer complaints pertaining to the quality of services provided by the Group Companies are managed by the competent Customer Relationship Units and are not subject to this Policy.

4. PROTECTION OF ANONYMITY

Anonymous disclosures may be carried out by telephone, in writing, via telefax, via SMS or via e-mail. In any case, acting in good faith i.e. having strong belief regarding the legitimacy of a disclosure is a prerequisite. These disclosures are protected against any retaliation or reprisal actions, namely:

- The identity of a Whistleblower, in case the Whistleblower has chosen not to be anonymous, will be protected and confidentiality will be observed.
- Disclosures are communicated only to predefined persons, deemed as necessary for the investigation of the case and who, in accordance with their duties, are entitled to act within the bounds of discretion and confidentiality. In this way, the persons that may be the items of the disclosure are protected until the investigation of the real incidents is completed.

The Group ensures that the person reporting any violation is properly protected against possible negative impact, e.g. retaliation, discrimination or any other form of unfair treatment and that no Member of the Whistleblowing Committee targets the Whistleblower.

Moreover, the Group ensures that the persons for whom a disclosure has been made are protected against potential negative impact, in the case where a violation is not proved from the investigation and no measures are taken against them. At the same time, even if the investigation leads to a proven violation and measures are taken against the persons for whom a disclosure has been made, the persons' protection is ensured against involuntary negative effects that go beyond the measures that have been taken by the competent bodies.

It is noted that the disclosure of the Whistleblower's identity may be required by a judicial or other legal procedure, in the context of the further investigation of the case.

II. WHISTLEBLOWING PROCEDURES

1. RECEIVING WHISTLEBLOWING DISCLOSURES

In order to facilitate the investigation and the proper assessment of the case, disclosures may include the following, indicatively and not in a limiting way:

- The facts giving rise to suspicion/concern with reference to names, dates, documents and locations.
- The reason for submitting the disclosure.

It should be clarified that the disclosure is not expected to constitute proof of any suspicions/concerns of the Whistleblower; however, he/she is encouraged to disclose any information available, so as to facilitate the investigation of the case.

The written disclosure is sent, for independence reasons, to the Group Compliance Officer, who is responsible for informing the Members of the Whistleblowing Committee.

Disclosures should be conducted via telephone to dedicated numbers of the Compliance Division: via phone: +30 210 326 2480, via telefax at +30 210 326 2481, via SMS at +30 697 330 0006 or via e-mail at whistleblowing@alpha.gr, or by post to the Compliance Division (11, Sofokleous Street, GR-105 59 Athens, Greece), for the attention of the Group Compliance Officer. All the above-mentioned channels operate exclusively as a dedicated line for disclosures and are available 24 hours a day/seven days a week. Telephone disclosures shall be answered by voicemail and shall be recorded and submitted to the Whistleblowing Committee by the Group Compliance Officer.

The above apply to all the Group Companies. If, for local regulatory reasons the operation of communication channels (telephone, telefax, SMS, e-mail, post etc.) is required at a local level, the Group Compliance Officer and the Group Internal Auditor should be informed immediately in any case.

Access to the Whistleblowing data is strictly given to the Personnel on a need to know basis, in accordance with the following chapter of the present Policy and only for whistleblowing management purposes.

2. WHISTLEBLOWING MANAGEMENT

The Whistleblowing Committee is informed of all submitted disclosures by the Group Compliance Officer, as regards the Bank. Regarding the Group Companies in Greece and abroad, if the Whistleblower has used a local channel, the Group Compliance Officer is informed by the competent Executives of the Group Companies and informs the Whistleblowing Committee accordingly. Consequently, the Committee proceeds with an initial assessment of the disclosures and with their assignment to the competent Units of the Group for further investigation. The Whistleblowing

Committee informs about each case the Audit Committee of the Board of Directors, which may provide further guidance.

The Whistleblowing Committee is comprised of the Group Compliance Officer, the Group Internal Auditor, the Head of the Legal Division and the Secretary of the Board of Directors and Chaired by the Group Compliance Officer.

If the disclosure refers to a member of the Whistleblowing Committee or a member of the Whistleblowing Committee has a conflict of interest, then that member shall abstain from the meeting and shall be substituted by his/her deputy. Decisions are taken unanimously.

The Whistleblowing Committee shall resolve on whether the disclosures involve serious irregularities, omissions or offences and shall refer such cases to the competent Units of the Group in order to proceed with any further necessary actions or to the Internal Audit Division in order to proceed with investigation, as applicable.

The minutes of the Whistleblowing Committee and the results of the initial and of the final investigation are communicated to the Audit Committee of the Board of Directors.

The Whistleblowing Committee may handle issues that have arisen outside the whistleblowing procedure, if these issues have features that refer to the need of independent handling. Such cases may occur, inter alia, through the complaints management procedure, through requests of Regulatory Authorities or through the grievances of Customers, Suppliers and Employees via different communication channels.