



ALPHA BANK

Compliance Division

**WHISTLEBLOWING
POLICY AND PROCEDURES**



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I. WHISTLEBLOWING POLICY

1 INTRODUCTION

1.1 Purpose

The present Policy (hereinafter the "Policy") sets the general principles and the operating framework based on which the Companies of Alpha Services and Holdings S.A. (hereinafter "the Group") receive, process and investigate named and anonymous reports and internal warning procedures for potential or actual violations/irregularities, omissions or other criminal acts that come to the attention of Staff, Customers, Suppliers or other interested parties. Internal warning procedures should be available to all Bank staff.

The Bank adopts and applies this Policy.

Group companies endorse the Policy respecting the principle of proportionality and taking into account the size, legal form, nature and complexity of activities, continuously ensuring proper government arrangements.

Whistleblowing Policies of the Group Companies based abroad are aligned with national legislation.

The Policy and any amendments to it are proposed by the Group's Compliance Department, validated by the Audit Committee and approved by the Board of Directors of Alpha Services and Participations SA.

The Bank is committed to ensuring the highest level of ethical and professional conduct and zero tolerance for illegal or anti-governance actions that could damage its reputation and credibility.

1.2 Regulatory Framework

The Whistleblowing Policy (hereinafter "the Policy") complies with the requirements of the regulatory framework, as stipulated in the provisions of 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*"¹, as well as of Directive (EU) 2019/1937 of the European Parliament and of the Council on "the protection of persons who report breaches of Union law".

1.3 Definitions

For the purposes of this Policy, the following definitions apply:

Report is the oral or written communication of information on breaches, or a concern submitted about an actual or potential breach.

Whistleblower is the individual who reports or discloses information on breaches acquired in the context of their work-related activities.

Reported Person is the individual against whom an allegation has been made, an individual or legal entity who is referred to in the report as a person to whom the irregularity is attributed or with whom that person is associated.

Retaliation is any direct or indirect act or omission which occurs in a work-related context, prompted by reporting, which causes or may cause unjustified detriment to the whistleblower. Retaliatory actions may include, but are not necessarily limited to, harassment, discriminatory treatment, inappropriate performance appraisal, salary freeze or adjustment, work assignments, demotion, termination of employment, or the withholding of an entitlement.

Feedback is the provision to the reporting person of information on the action envisaged.

¹ of the Law on the Protection of Persons Reporting Violations of Union and National Law of 2022 (N. 6(I)/2022) as applied in Cyprus, as well as the Directive of the Central Bank of Cyprus to Credit Institutions regarding Internal Governance.



Breach is the act or omission that is unlawful and relates to act and areas falling within the scope of the Policy.

By the term **good faith** is meant the unquestionable belief in the truth of the reported incidents, that is, the fact that the reporting party reasonably believes that the information transmitted is true, based on reasonable facts and/or circumstances that allow the assumption that the report is sufficiently substantiated. It is noted that the information provided by the Staff through the internal whistleblowing procedures should be forwarded, if there is a reason, to the Audit Committee of the Board of Directors and the Whistleblowing Committee specified in the context of the internal whistleblowing policy. At the request of the Staff member reporting a violation, the information should be forwarded to the Board of Directors and the Whistleblowing Committee in an anonymous manner.

1.4 Scope and Obligations

The whistleblowing processes are addressed to all Employees of the Group, as well as to all stakeholders related with the Bank and the Group companies and are designed to complement the Personnel Regulation, Policies and Procedures of the company referring to the general duties of the Employees.

2. GENERAL PRINCIPLES

The Policy is a means of ensuring the Bank's integrity, internal governance and reputation. It contributes to the identification of risks and the taking of appropriate corrective measures, including, among others, the strengthening of the Internal Control System, the early detection of incidents of fraud or other serious violations, the application of appropriate measures against those responsible and, when required, informing the competent authorities, as the case may be.

Ensuring an environment of trust and security for its Staff, Customers and Suppliers, the Bank encourages the reporting in good faith of illegal acts or serious offenses that come to their attention.

An inviolable principle of the Policy is to protect anonymity and confidentiality of the personal data of Whistleblowers and, in case they are Employees of the Bank or of the Group companies, to safeguard that their professional evaluations are and will be performed impartially.

No promise of whistleblower award can be given, given that reports are submitted both in the context of complying with and adhering to the relevant applicable institutional and regulatory framework (Bank of Greece Governor's Act 2577/9.3.2006², Directive (EU) 2019/1937 of the European Parliament and of the Council "on the protection of persons who report breaches of Union law") and in order to protect the interests of the Bank, the Group companies and other related persons.

The whistleblowing procedure aims at strengthening transparency, which encourages the reporting of incidents that give rise to violations of the Procedures and Policies of the Bank and of the Group companies as well as the reporting of incidents of fraud, corruption, coercion or other violations.

3. WHISTLEBLOWING REPORTS' SCOPE

Reports are made on the basis of an honest and reasonable belief that a criminal act or misconduct has been committed or is likely to be committed. The Bank's Staff, Customers and Suppliers are encouraged to report criminal acts, suspected incidents of illegal conduct, incidents of mismanagement or serious omissions in relation to the Regulations, Policies and Procedures, as well as the financial reporting and preparation of the consolidated Financial Statements. Cases to be reported include:

- Actions involving evidence of gross negligence, suspicion of fraud or corruption.
- Breaches of the applicable legal and regulatory framework, with the exception of the legal framework referred to: a) the protection of classified information, b) the protection of legal and medical professional confidentiality, c) the confidentiality of judicial meetings, d) the rules of criminal process.
- Actions that harm the purpose and reputation of the Bank.

² See footnote 1



- Actions conflicting with the interests of the Bank and the Group companies, including potential breach of the principles stipulated in the Policy for the Prevention of Conflict of Interests.
- Serious violations of Policies and Procedures.
- Serious irregularities or violations, which concern the provision of all banking services and products, as well as the provision of investment services and the exercise of investment activities.
- Actions that undoubtedly violate the Bank's ethical and ethical rules, as reflected in the Group's Code of Ethics.
- Actions that endanger the health and safety of the Staff.
- Violations of the provisions of the Prevention of Corruption and Bribery Policy.
- Actions harmful to the environment.
- Breaches of the Market Abuse Prevention Policy with regards to insider dealing, unlawful disclosure of inside information and market manipulation.
- Breaches of anti-money laundering processes.
- Breaches of confidentiality and protection of personal data.
- Harassment of any kind (e.g. sexual, racial, religious, gender identity, etc.), as well as abuse of power.

Customer complaints regarding the quality of services provided by the Bank are managed by the Customer Service Department and do not fall within the scope of this Policy.

4. PROTECTION OF ANONYMITY

Reports may be submitted by telephone, in writing, or by e-mail. At the petitioner's request, petitions may be submitted through a personal meeting with the Chair or Secretary of the Whistleblowing Committee.

In all cases, acting in good faith over the legitimacy of a report is a prerequisite. Whistleblowers shall be protected against retaliation or reprisal actions, on the following grounds:

- Confidentiality is ensured and the identity of the petitioner is protected if he has chosen not to be anonymous.
- Individuals who report or make public disclosures about violations anonymously, but are subsequently identified and retaliated against, are entitled to the protections provided.
- Submitted reports are disclosed only to predetermined persons, who are deemed necessary for conducting an investigation and are bound by their duties to observe the rules of secrecy and confidentiality. Compliance with the above also has the effect of protecting the identity of the mentioned persons.

The identity of the Reporter may be disclosed only in the cases and under the conditions established by the Law.

Internal reporting channels, before making a disclosure, inform the Reporter, unless this information undermines investigations or legal proceedings. When informing the Reporter, they send him a written justification in which they explain the reasons for disclosing the specific confidential information.

Provided that, personal data collected in the context of receiving reports is deleted within three (3) months from the date of completion of the procedure:

It is further provided that, in the event that judicial or disciplinary proceedings have been initiated against the Reported Party or the Reporter, the personal data shall be retained for the duration of said proceedings, including the case of an appeal or objection, and, after one (1) year from their processing, are deleted.

Private and public sector legal entities and competent authorities shall in any case provide the petitioner with the opportunity to verify, correct and agree to the transcript of the conversation by signing it.

The Bank ensures that the Whistleblower is properly protected against possible negative consequences, such as threats or attempts of retaliation, or discrimination or any other form of unfair treatment. In particular, when the Report refers to a superordinate of the Reported Person and the superordinate proposes the dismissal of the Reported Person, said proposal is assessed by a Division Manager distinct from the one who evaluates the Reported Person.

The Bank ensures that the reported persons are fully protected from possible negative consequences, in the event that the evaluation of the report does not reveal a violation. Even if the investigation establishes that it is a violation and measures are taken against the mentioned persons, their protection from unintended negative effects is ensured, regardless of the possible sanctions that will be imposed by the competent bodies.



Said reprisals may, among others, take the following form:

- (a) Suspension, dismissal or equivalent measures;
- (b) demotion or deprivation of promotion;
- (c) transfer of duties, change of place of work, reduction of salary, change of working hours;
- (d) lack of training;
- (e) negative performance evaluation or negative professional recommendation;
- (f) imposing or applying discipline, reprimand or other disciplinary measure, including a monetary penalty;
- (g) coercion, intimidation, harassment or marginalization;
- (h) discrimination, disadvantage or unfair treatment;
- (i) failure to convert a temporary employment contract into a permanent one, while the employee had a justified confidence that he would be offered permanent employment;
- (j) non-renewal or early termination of a temporary employment contract;
- (k) harm, including harm to reputation, in particular on social media, or financial loss, including business loss and loss of income;
- (l) blacklisting under a sectoral or sectoral formal or informal agreement, which may mean that the person will not find employment in the sector or sectoral in the future;
- (m) early termination or cancellation of a contract for goods or services;
- (n) cancellation of license or approval;
- (o) referral for psychiatric or medical follow-up;
- (p) unilateral harmful change in working conditions

Revealing the identity of the Whistleblower may be required by a judicial or other legal procedure in the context of investigating the corresponding case. In particular, the Whistleblower shall be informed before their identity is disclosed, unless such information would jeopardise the related investigations or judicial proceedings. When informing the Whistleblower, the Company shall provide an explanation for sharing the confidential data concerned.

The Bank takes all necessary technical and organizational measures to protect personal data. Any processing of personal data under this Policy is carried out in accordance with relevant national and European regulation. Personal data of the parties involved is protected and is processed for the sole purpose of verifying their validity. The Group Compliance Division retains in electronic format, a file, with the necessary security specifications, which includes all submitted reports, as well as the corresponding documentation.

II. COMMITTEE AND REPORTING PROCEDURES

1. GOVERNANCE

The Bank's Whistleblowing Committee is responsible for evaluating and handling reports and proposing measures it deems necessary.

The Group Compliance Officer is informed of the reports being reviewed.

2. RECEIVING REPORTS

The reports, in order to facilitate the research and their correct evaluation, may include indicatively and not restrictively the following:

- The events that gave rise to the suspicion/concern, with reference to names, dates, documents and locations
- The reason that led to the submission of the report.

It is clarified that staff members who report violations are not expected and are not required to provide relevant evidence to prove the potential concerns/suspicions of the complainant, however they should have a sufficient level of certainty which sufficiently justifies the initiation of the investigation and facilitates the investigation of the case.



The written report is sent, for reasons of independence, to the Director of the Bank's Compliance Department, who is responsible for informing the Members of the Whistleblowing Committee.

Reports can be submitted either by phone at number 22880588 where they are answered by voicemail and recorded, or by e-mail at whistleblowing@alphabank.com.cy, or in writing, by post or internal mail, to the

Whistleblowing Committee (ALPHA BANK CYPRUS LTD, Compliance Division, 3 Limassol Avenue, 2112 Nicosia, Cyprus) to the attention of the Bank's Compliance Manager by writing the word "CONFIDENTIAL" in the sealed envelope that will include the reference.

The above communication networks operate exclusively for receiving reports and are available on all days and hours of the week.

Telephone reports are answered by voicemail, recorded and submitted to the Whistleblowing Committee by the Bank's Compliance Officer or Committee Secretary.

Upon request of the Whistleblower, the report may also be submitted by means of a physical meeting with a member and the secretary of the Committee. In such a case, the Committee ensures that, subject to the consent of the Whistleblower, the conversation is recorded in a durable and retrievable form.

3. HANDLING REPORTS

The procedure for handling whistleblowing reports includes the following steps:

- When a report is submitted to the Whistleblowing Committee, the latter shall resolve on whether the report indicates irregularities, omissions or offences. In such a case, the Committee shall refer the report to the competent Unit(s) of the Group Company to proceed with any further necessary actions, or to the Internal Audit Unit to perform an investigation. Subsequently, the Committee resolves on whether to close the case or to inform the Management of the Group company for the identified violations.
- When an Employee has been found violating the Group's Internal Regulations, Policies and Procedures, the Whistleblowing Committee escalates the case for the purpose of deciding upon the imposition of measures, as follows:
 - i. To the Board of Directors, with the support and recommendations of the Audit Committee, when the reported person is a member of the Executive Committee
 - ii. To the Executive Committee when the reported person is an Executive General Manager, a Senior Manager or a Manager
 - iii. To the Human Resources Division, in any other case.
- The Committee assigns one of its members or the secretary to follow up on the reports, to communicate with the Whistleblower, and, if deemed necessary, to request further information and update on the progress of their report.
- In case the report has been submitted on an eponymous basis, the assigned representative of the Committee acknowledges receipt of the report within seven (7) days following its submission.
- Upon completion of the case, the assigned person informs the Whistleblower of the decision taken on their report. A case shall be regarded as complete when a final decision has been resolved by the Committee when its decision is to close the case, or, in any other case, when actions by the competent Unit of the Bank have been concluded. The feedback to the Whistleblower shall be provided no later than three months following the completion of the case.

Access to whistleblowing data is restricted to the Employees on a "need to know" basis and only for whistleblowing management purposes.

4. REPORTING CHANNELS

Telephone number: 22880588

Email: whistleblowing@alphabank.com.cy

Address: ALPHA BANK CYPRUS LTD, Compliance Division, 3 Limassol Avenue, 2112 Nicosia, Cyprus