



Partnership with Anadolu Group in the Turkish Financial Sector



❑ 50-50% Joint Venture structure

- Holding company's assets to consist of Anadolu Group's stakes in Abank (Alternatifbank) (94%) and Alease (Alternatiflease) (95%)
- Indirect ownership of 100% of brokerage firm Alternatif Yatirim, 45% of listed closed-end investment fund Alternatif Yatirim Ortkaligi and head offices of the bank and the brokerage company
- Partners to launch jointly a Public Offer for the acquisition of minority stakes in Abank (listed) and Alease (non listed) following closing of transaction and obtain exemption for closed-end investment fund Alternatif Yatirim Ortkaligi

❑ Total transaction value of USD 492.5 million, half of which will ultimately be contributed by Alpha Bank

- P/BV_{06} of 2.9x
- P/E_{06} of around 14x



Shareholders Agreement and Timetable

□ Shareholders agreement

- New capital commitment from both parties of about USD 500 million in total including full reinvestment of profits over the next five years
- Equal representation in Board of Directors
- Joint decision-making in all important matters
- Alpha Bank has the right to appoint Chief Financial Officer, Chief Risk Officer and Head of Audit
- Consensus for CEO appointment

□ Closing of transaction anticipated in Q1 2007

- Subject to due diligence and regulatory approvals



Transaction Rationale

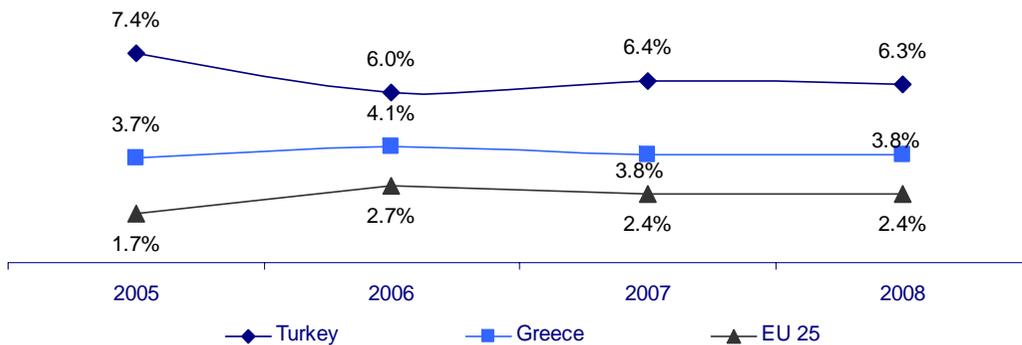
- ❑ Partnership with a pre-eminent Turkish conglomerate with international strong presence
- ❑ Growth potential of both the Turkish economy and financial services sector
- ❑ Attractive valuation with limited country exposure in line with Alpha Bank's strategy of selective expansion in the region
- ❑ A sound platform to enter the Turkish banking market and diversifying in retail while increasing branch network from 30 to 100 units
- ❑ Alpha Bank to contribute through transfer of know-how in new products and processes, drawing upon its successful business model in Greece and Southeastern Europe



Turkey: Substantial growth opportunities

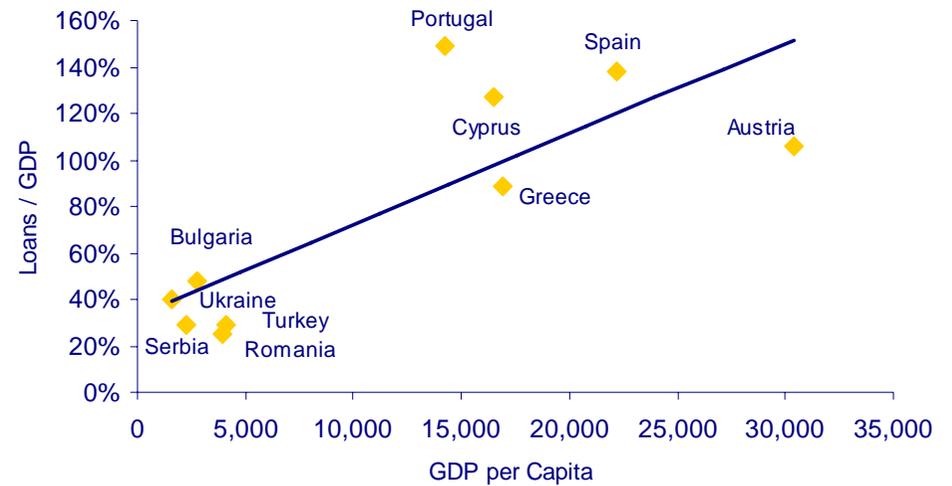
- ❑ Rapid economic growth: GDP growth > 6% over coming years
- ❑ Underdeveloped banking sector: rapid credit growth at 57%, loan to GDP still low at 29%
- ❑ Very attractive demographics: over 73 million people with more than 40 million people under the age of 30

Real GDP Growth



Source: Eurostat, IMF, Alpha Bank Research

Loan Penetration



Source: Eurostat, IMF, Alpha Bank Research



In partnership with a leading conglomerate

- ❑ Anadolu Group is a well diversified conglomerate with interests in Food and Beverages, Automotive, Financial Services, Healthcare, Stationery and a number of other sectors
- ❑ 2005 consolidated financials (non-bank):
 - Total Assets USD 3.5 billion
 - Turnover USD 2.9 billion
 - Net Profit USD 144 million
- ❑ 13,000 employees in 10 countries
- ❑ Top brand names: Coca-Cola, Efes Pilsen, McDonald's, Isuzu, Kia, Lada, Faber-Castell, Adel, Samsung
- ❑ Holdings include 16 breweries and 11 Coca-Cola bottling plants in Turkey, the CIS (Russia, Kazakhstan, Moldova, Azerbaijan, Kyrgyzstan, Turkmenistan), Southeastern Europe (Romania, Serbia), Middle East (Jordan)
- ❑ In Turkey, holdings include brewery operations (80% market share), bottling and distribution of non-alcoholic beverages (63% market share), production of diesel engine (65% market share), production and sales of Isuzu commercial vehicles (21% market share), distribution of Kia and Lada vehicles etc.



Abank: Profile and Financials

Abank EUR/TRY 1.8740 in € million

Balance Sheet	<u>31/12/2005</u>	<u>30/9/2006</u>
Customer loans	479	778
Customer deposits	368	560
Shareholders' equity	81	101
Total assets	786	1,017
Net profit	12	17

Alease in € million

Balance Sheet	<u>31/12/2005</u>	<u>30/9/2006</u>
Total assets	62	101
Shareholders' equity	12	15
Net profit	4	4

- ❑ Established in 1991
- ❑ Commercial/corporate banking with significant emphasis in the SME segment, well-diversified among sectors
- ❑ Ranked 16th in 2006 with 0.8% market share
- ❑ Customer base of 3,660 corporates and approximately 30,000 individuals
- ❑ 30 branches
- ❑ Company listed in Istanbul Stock Exchange with 6% free float
- ❑ 94% owned by Anadolu Endustry Holdings
- ❑ Continuous and stable ownership structure
- ❑ Business and financial backing from Anadolu Group, although limited related-party exposure (2.7% of loans)
- ❑ Most efficient operation within its peer group (loans & deposits per branch, cost/income)
- ❑ Liquid Balance Sheet and adequate capitalization
- ❑ The highest rating among peer group (B+ by Fitch Ratings)



Alpha Bank: Growing presence in Southeastern Europe



Branches: 70
 Employees: 1,213
 Total Loans: € 1,045 million
 Total Deposits: € 779 million



Branches: 387
 Employees: 8,365
 Total Loans: € 28,235 million
 Customer Assets: € 36,253 million



Branches: 45
 Employees: 241
 Total Loans: € 133 million
 Total Deposits: € 128 million



Branches: 28
 Employees: 667
 Total Loans: € 1,950 million
 Total Deposits: € 1,950 million



Branches: 100
 Employees: 1,354
 Total Loans: € 303 million
 Total Deposits: € 210 million



Branches: 14
 Employees: 107
 Total Loans: € 146 million
 Total Deposits: € 225 million



Branches: 10
 Employees: 99
 Total Loans: € 48 million
 Total Deposits: € 55 million



Branches: 30
 Employees: 614
 Total Loans: € 778 million
 Total Deposits: € 560 million

Note: data as of 30 September 2006
 # Branches estimate for 31/12/2006