



ALPHA BANK

**Resolutions
of the Ordinary General Meeting of Shareholders of Alpha Bank on 21.6.2011
(article 32 par. 1 of Codified Law 2190/1920, paragraph 4.1.3.3. of the Athens Exchange
Regulations)**

The Ordinary General Meeting of Shareholders of Alpha Bank, which was held on 21.6.2011 at 10:00, was attended in person or by proxy by 6,120 Shareholders, representing 191,588,296 common, nominal, paperless, voting shares, out of a total of 734,269,648 shares, of which 534,269,648 are common, nominal, paperless, voting shares, namely 35.86% of the voting share capital of the Bank. Therefore the quorum achieved, allowed the General Meeting to deliberate on all items of the Agenda with the exception of items 5, 6 and 7.

Item 1: Submission for approval of the annual financial statements as at 31.12.2010, together with the relevant reports of the Board of Directors and the Auditors, as well as of the distribution of profits.

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The annual financial statements of the Group and the Bank for the year 2010, along with the corresponding Directors' and Independent Auditors' reports were submitted and approved. The non-distribution of dividends for the financial year 2010, to the common Shareholders of the Bank, in accordance, as the case may be, with the provisions of article 19 of Law 3965/2011 and Circular No 20708/B.1175/23.4.2009 of the Minister of Economy and Finance, was approved. The payment to the Greek State of Euro 94,000,000.00, which corresponds to the accrued return of the preference shares owned by the State and issued by the Bank, in accordance with the provisions of the law and the Articles of Incorporation of the Bank, was approved.

YES = (99.94%) 190,336,207 NO = (0.06%) 114,679 ABSTENTION = (0.00%) 0

Item 2: Discharge of the Board of Directors and the Auditors from any liability for their actions, and respectively, the audit, for financial year 2010.

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The Members of the Board of Directors, and the regular Certified Auditors, who performed the audit of the financial statements for the financial year 2010, were discharged from any liability of indemnity as regards their actions and audit, respectively, of the aforementioned financial year.

YES = (99.90%) 190,257,155 NO = (0.10%) 182,339 ABSTENTION = (0.01%) 11,392

Item 3: Election of Auditors, regular and alternate, for the financial year 2011 and approval of their remuneration.

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

In accordance with the Articles of Incorporation of the Bank and Codified Law 2190/1920, the Certified Auditors from "KPMG Certified Auditors AE" (as regular certified auditors for the financial year 2011) were elected:

a. Regular: Nikolaos E. Vouniseas
Charalambos G. Syrounis

b. Alternate: Nikolaos Ch. Tsiboukas
Ioannis A. Achilas

The General Meeting approved the remuneration of the auditing company "KPMG Certified Auditors AE", for auditing the (stand alone and consolidated) financial statements of the Bank for the year 2011, to amount up to Euro 410,000 plus V.A.T.

YES = (99.96%) 190,367,770 NO = (0.04%) 83,116 ABSTENTION = (0.00%) 0

Item 4: Approval of the Board of Directors' fees.

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

In accordance with article 1 par. 3 of Law 3723/2008, and for as long as the Bank is under the provisions of article 1 of the said law, the annual compensation for each Member of the Board of Directors cannot exceed the total remuneration of the Governor of the Bank of Greece. All bonuses for the above persons are revoked for the same period.

Therefore, the General Meeting approved, for the year 2010, an annual total compensation of Euro 2,378,685, to the Members of the Board of Directors.

YES = (99.67%) 189,828,707 NO = (0.23%) 428,876 ABSTENTION = (0.10%) 193,303

Item 5: Decrease of the current issued and paid-in common share capital of the Bank (article 4 par. 4a of Codified Law 2190/1920), by means of reduction of the par value of the common voting shares, and establishment of a reserve fund of an equal amount. Amendment of article 5 of the Articles of Incorporation.

Minimum Required Quorum: 2/3 of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the (First) Reiterative General Meeting on Monday, July 4, 2011, at 10:00, at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens.

Item 6: **Approval of a likely capital raising, by means of a share capital increase, up to the amount of the current issued and paid-in common share capital of the Bank, together with a grant of authority to the Board of Directors so that, within a period of twelve months, they can implement that decision and set the offer price of the new shares. Cash subscription of the increase, together with pre-emption rights in favour of the common Shareholders and (if these rights are not exercised) the preferred Shareholders (article 13 par. 7 section (d) of Codified Law 2190/1920). Issuance and distribution of new common, registered voting shares. Determination of other matters and amendment of article 5 of the Articles of Incorporation.**

Minimum Required Quorum: 2/3 of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the (First) Reiterative General Meeting on Monday, July 4, 2011, at 10:00, at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens.

Item 7: **Issuance by the Bank, and offering by private placement, of a bond convertible into common voting shares, of an aggregate amount up to 10% of the current issued and paid-in total share capital, together with a disapplication of the pre-emption rights of existing Shareholders. Provision of the relevant authority to the Board of Directors.**

Minimum Required Quorum: 2/3 of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the (First) Reiterative General Meeting on Monday, July 4, 2011, at 10:00, at the Divani Caravel Hotel, 2 Vassileos Alexandrou Street, Athens.

Item 8: **Redemption of preference shares issued by the Bank under article 1 of Law 3723/2008, and owned by the Greek State.**

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The General Meeting approved the redemption of all the preference, redeemable shares, without voting rights, issued by the Bank and owned by the State, against payment, in accordance with the law, of the corresponding consideration and following the granting of all necessary approvals and licenses, as well as the granting of an authorisation to the Board of Directors to implement the present resolution following consultation with the competent authorities and considering the economic environment.

YES = (99.95%) 190,351,203 NO = (0.05%) 99,683 ABSTENTION = (0.00%) 0

Item 9: **Amendment, supplementing, abolition and/or re-numbering of articles 5 par. 3, 6 par. 8 section (c), 9 par. 2, 10 par. 1, 12 par. 1, 12 par. 2, 13 par. 1, 13 par. 2, 15, 16 par. 1, 16 par. 3, 17, 18 par. 1, 18 par. 2, 18 par. 3, 19 par. 1, 19 par. 2 sections (e) and (h), 21 par. 2 section (e) and 23 par. 1 of the Bank's Articles of Incorporation to improve functionality or, as the case may be, to adapt the same to the provisions in force of Codified Law 2190/1920.**

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The General Meeting approved the amendment, supplementing, abolition and/or re-numbering of provisions of the Bank's Articles of Incorporation to improve functionality or, as the case may be, to adapt the same to the provisions in force of Codified Law 2190/1920.

YES = (99.78%) 190,037,304 NO = (0.17%) 316,582 ABSTENTION = (0.05%) 97,000

Item 10: Notice of the election of a Board Director to replace another having resigned.

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The General Meeting took notice of the 22.3.2011 election of Mr. George C. Aronis, Retail Banking General Manager of the Bank, to fill the vacated position of Executive Member of the Board of Directors for the remainder of this Board's tenure.

YES = (99.14%) 188,820,265 NO = (0.85%) 1,627,153 ABSTENTION = (0.00%) 3,468

Item 11: Grant of authority, under article 23, par. 1 of Codified Law 2190/1920, to Board Directors, the General Management and as to Managers to participate in the Board of Directors or the Management of Group Companies having similar purposes.

Minimum Required Quorum: 20% of the total common, with voting rights, shares issued by the Bank.

Achieved Quorum: 35.86% of the total common, with voting rights, shares issued by the Bank.

The Members of the Board of Directors and other Executives of the Bank were authorised, as per article 23, paragraph 1 of Codified Law 2190/1920, to participate in the Boards of Directors and/or in the Management of Group Companies having similar purposes to those of the Bank.

YES = (99.97%) 190,388,029 NO = (0.03%) 62,857 ABSTENTION = (0.00%) 0