



(UNIFIED) REPORT

*(According to the Provisions of Article 9 para. 1 of law 3016/2002 and of para. 4.1.4.1.2 of the Regulation of the Athens Exchange*

*jointly  
with the provisions of article 13 para. 10 of codified law 2190/1920,  
where applicable, as follows)*

*Of the Board of Directors of “ALPHA BANK A.E.” (the “Bank”)*

*To the Extraordinary General Meeting of its Shareholders,  
including any iteration, postponement or adjournment of such Meeting,*

*on the 3rd Item of the Agenda of the Extraordinary General Meeting,  
dated November 14, 2015, entitled:*

*Item 3: Issuance by the Bank of a convertible (into new, common, nominal, paperless shares, with voting rights, issued by the Bank) bond loan, along with a parallel abolition of the pre-emption rights for the Shareholders of the Bank. Provision of authorisation to the Board of Directors of the Bank to allot the entirety of the unsubscribed (thereunder) bonds, to agree on the specific terms of the bond loan and to proceed with any required actions and legal acts.*

*In Relation to the Abolition of the Pre-emption Rights of the Shareholders  
on the Convertible (into Common, Nominal, Paperless Shares, With Voting Rights  
Issued by the Bank) Bond Loan to be Issued by the Bank*

*Dear Shareholders,*

*The Board of Directors of the Bank proposes to the Extraordinary General Meeting of its Shareholders dated November 14, 2015, in accordance with article 13 para. 10 of codified law 2190/1920 (applicable by analogy), the abolition of the pre-emption rights of the outstanding shareholders and the distribution by the Board of Directors of the convertible bond loan to be issued (pursuant to law 3864/2010, inter alia), on the one hand, (I) to investors, via a private placement (and/or, if required, by a public offering), who may subscribe for and acquire the said bonds thereunder by a capitalisation of their money claims against the Bank arising from bond loans held by them, and on the other hand, (II) to the shareholders of the Bank, by public offering, by payment in cash, proportionately (among the two classes of subscribers), and in accordance with the absolute numbers of the amounts, as all issues, including the identification of the subscribing shareholders, shall be determined by a special resolution of the Board of Directors.*

*More specifically, the issuance and distribution to the investors (under I), as well as the acquisition by them of the bond loan by way of the aforementioned subscription, will decisively contribute to the completion of the recapitalisation of the Bank, since, due to the terms under which the recapitalisation takes place, the Bank may materially reduce the liabilities against them due to the issuance of the (by exchange) shares with a total offer price lower than its liabilities discharged thereunder. In turn, the issuance of the bond loan and, respectively, the distribution to and subscription by the said investors will result in a better capital adequacy ratio of the Bank, therefore the exchange terms of the above money claims*

to shares issued by the Bank have been approved by (also) Directorate-General for Competition of the European Commission (as well).

Therefore, the transaction under the present Item, under the aforementioned features, is included in the context of the recapitalisation of the Bank and, as such, is necessarily and absolutely connected to the share capital increase (under Item 2) and the issuance by the Bank of a contingent convertible bond loan (under Item 4), but the said connection does not cover issues of application of article 181 of the Civil Code. It is also noted that the offer price of the shares (by conversion of the bonds) issued by the Bank is totally equal to the offer price of the New Shares (under Item 2), which has been determined, in the case of subscription of the Minimum Amount, in accordance with the international practices and on the basis of article 7 para. 5 indent (α) of the law 3864/2010, by virtue of book building. Thus, the investors contributing their money claims, following conversion of their bonds, will acquire shares issued by the Bank on the same offer price as the other participants (under Item 2) in the share capital increase, including the Hellenic Financial Stability Fund.

In relation to the part of the public offering of the bonds to the shareholders of the Bank, it is thereby intended, within the absolutely short time limits that the Recapitalisation Framework imposes on the subjected credit institutions (including the Bank), the satisfaction of any interest thereof to participate in the subscription of the bond loan and (via its conversion) in the acquisition of shares issued by the Bank on the same offer price as the one offered to the persons acquiring New Shares under Item 2.

More specifically, the Board of Directors of the Bank:

(1) Proposes, in accordance with (inter alia) law 3864/2010 and subject to the condition of completion and enforceability of the Increase in Cash (under Item 1) (otherwise first indent of para. (IV)(vi)(bb) of the same 1 Item applies), the issuance by the Bank of a non-interest bearing, unsecured bond loan, with a pari passu ranking, without distinction among the issued bonds, with the same ranking as the other unsecured liabilities of the Bank (unless law states otherwise), non-transferable (with the exception of inheritance cases), non-negotiable, convertible (into common, nominal, paperless shares, with voting rights, issued by the Bank, with nominal value of each equal to Euro 0.30), of a principal amount of up to Euro 1,500 million, incorporated into paper nominal bonds, with a duration of five (5) days as of the distribution date thereof by the Board of Directors, and with a conversion price equal to the result of a division with numerator the nominal value of each convertible bond and denominator (/) the offer price of the New Shares (under Item 2). The conversion price may be, pursuant to the common practice, adjusted in case of corporate events that result into a change of the commercial value of the bonds to be issued, without reservation, in case of an increase or decrease of the share capital of the Bank (without reservation, in the context of any new amendment to the share capital of the Bank), in case of a decrease of the nominal value of shares issued by the latter without decrease of its share capital (split), in case of a merger of the nominal value of shares issued by the Bank (reverse split), in case of a merger or split-up of the Bank by the issuance of shares, in case of issuance of instruments convertible into or exchangeable with shares of the Bank, and in any other case where, pursuant to the common practice prevailing in the convertible bonds market, such change takes place,

(2) Notes that, pursuant to para. (IV)(vii) of the resolution under Item 2, the principal of the convertible bond loan to be issued (under the present Item), calculated jointly with the Total Increase (under Item 2) and the contingent convertible bond loan (under Item 4), may not in total exceed the capital needs of the Bank, namely an amount of Euro 2,743 million, on the understanding that: in case of (x) a subscription in full of the Total Increase by way of the Increase in Cash, pursuant to the provisions of Item 2, both convertible bond loans (under the present Item and Item 4) shall not be issued, whereas in case (xi) of subscription of

*the Minimum Amount (by way of the Increase in Cash) but not of the Total Increase, the convertible bond loan (under the present Item) shall be issued, by application, as regards any remaining issues, of para. IV(vi)(aa) of the Item 2,*

*(3) Notes that, in case of inability or non-existence of subscription (in total or in part) of the bond loan, its amount shall be limited to the subscribed part thereof, in accordance with article 13a para. 1 of codified law 2190/1920, by reference by the article 3a para. 3 first indent of the same law,*

*(4) Notes that the conversion takes place by virtue of an irrevocable notice in writing, which will be submitted by the subscriber of the bond loan (along with the subscription request) to the Bank, by virtue of which the latter will be authorised in the name, on behalf and instead of the subscriber, to: (i) proceed with the relevant conversion notice until the third (3rd) calendar day before the maturity date of the bond loan, as for the entirety of the bonds owned thereby, and to (ii) accept the delivery of the newly issued bonds and retain them under its possession, in its capacity as agent and custodian of the notice provider, as regards the bonds subscribed by the latter,*

*(5) Proposes the abolition of pre-emption rights over the bond loan and the distribution by the Board of Directors of the bonds under the loan, on the one hand via a private placement and/or (if required) by a public offering to investors, who may subscribe for and acquire the said bonds by a capitalisation of their money claims against the Bank arising from other issuances of bonds held by them, and on the other hand, separately or jointly with the aforementioned part, by a public offering to and subscription by the shareholders of the Bank by payment in cash, proportionately among the two classes of subscribers, without the issuance of fractions of shares, as all issues (including the identification of the subscribing shareholders) shall be determined by a special resolution of the Board of Directors,*

*(6) Requests the provision of authorisation to the Board of Directors of the Bank to issue and distribute the bond loan under the present Item within an exclusive period of one (1) month as of the approval date of the present Item by the General Meeting, to agree on the specific terms and to proceed with any required actions and legal acts, including, without reservation, the identification of the subscribing investors and shareholders of the Bank and the relevant proportionality among them and/or the absolute numbers of the amounts.*

*Athens, 3 November 2015*

*In the name and on behalf of Alpha Bank A.E.  
The Board of Directors”.*