



ALPHA BANK

**Resolutions
of the Extraordinary General Meeting
of Shareholders of Alpha Bank on 14.11.2015
(article 32 para. 1 of codified law 2190/1920, para. 4.1.3.3. of the Athens Exchange
Regulations)**

The Extraordinary General Meeting of Shareholders of Alpha Bank, which was held on 14.11.2015 at 10:00, was attended in person or by proxy by 1,265 Shareholders representing 10,530,966,303 common, nominal, paperless shares with voting rights, out of a total of 12,769,059,858 common, nominal, paperless shares with voting rights, namely 82.47% of the voting share capital of the Bank.

- Item 1:**
- (A) Increase of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, through a decrease of the number of the shares due to reverse split;**
 - (B) Increase of the share capital of the Bank by a change of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, as the nominal value will have been formed under (A) of the present Item, through the capitalisation of part of the special reserve of the Bank under article 4 para. 4a of codified law 2190/1920, in order (inter alia) to create a whole replacement ratio of the common, nominal, paperless shares, with voting rights, issued by the Bank with the old nominal value to (/) those with the new nominal value; and**
 - (C) Decrease, in accordance with article 4 para. 4a of codified law 2190/1920, of the share capital of the Bank, through a decrease of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, as the nominal value will have been formed under (A) and (B) of the present Item. Credit of the difference amount to the special reserve of the same article;**

Amendment of article 5 of the Articles of Incorporation of the Bank.

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by "Alpha Bank A.E." (the " <i>Bank</i> ").
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<u>Achieved Quorum:</u>	82.47% of the total common shares with voting rights issued by the Bank.
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The General Meeting of Shareholders approved the increase of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, through a decrease of the number of the shares due to reverse split, by a ratio of 50 of old nominal value to (/) 1 of new nominal value common with voting rights shares, the increase of the share capital of the Bank, through the capitalisation of part of the special reserve of the Bank under article 4 para. 4a of codified law 2190/1920, in order (inter alia) to create a whole number of shares and/or (if required) a whole replacement ratio of the common, nominal, paperless shares, with voting rights, issued by the Bank with the old nominal value to (/) those with the new nominal value, and the decrease, in accordance with article 4 para. 4a of codified law 2190/1920, of the share capital of the Bank, as configured above, through a decrease of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, as the nominal value will have been respectively formed as above. In addition, the General Meeting of Shareholders approved the credit of the difference amount to the special reserve of the same article and the amendment of article 5 of the Articles of Incorporation of the Bank.

YES = (98.89%) 10,413,827,163 NO = (0.86%) 91,068,086 VOID/ABSTENTION = (0.25%) 26,071,054

Item 2: Capital raising by the Bank, pursuant to law 3864/2010 (as in force), as a result of its share capital increase, by:

- (I) Payment in cash (including the equivalent to cash capitalisation of money claims), along with the abolition of the pre-emption rights for the Shareholders of the Bank, by the issuance of new, common, nominal, paperless shares, with voting rights. Provision of authorisation to the Board of Directors of the Bank for the allotment of the entirety of the unsubscribed (thereunder) new shares;**
- (II) Mandatory conversion of capital instruments and/or other obligations, pursuant to the terms and distinctions of article 6a para. 1 et seqq. of law 3864/2010 (as in force), along with the abolition (where necessary) of the pre-emption rights. Issuance and distribution to the holders of the capital instruments and other obligations (to be converted) of new, common, nominal, paperless shares, with voting rights;**
- (III) Contribution in kind by the Hellenic Financial Stability Fund of financial instruments owned by the same, without pre-emption rights for the Shareholders of the Bank. Issuance by the Bank and distribution to the Fund of new, common, nominal, paperless shares, with voting rights, issued by the Bank;**

Provision of authorisation to the Board of Directors of the Bank, to specify the terms, in all parts, of the share capital increase and regulate the issues relevant to the increase. Amendment of article 5 of the Articles of Incorporation, as it will have been formed following Item 2.

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by the Bank.
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<u>Achieved Quorum:</u>	82.47% of the total common shares with voting rights issued by the Bank.
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The General Meeting of Shareholders approved the capital raising by the Bank, pursuant to law 3864/2010 (as in force), as a result of its share capital increase, by:

- (I) Payment in cash (including the equivalent to cash capitalisation of money claims), along with the abolition of the pre-emption rights for the Shareholders of the Bank, by the issuance of new, common, nominal, paperless shares, with voting rights. Provision of authorisation to the Board of Directors of the Bank for the allotment of the entirety of the unsubscribed (thereunder) new shares;**
- (II) Mandatory conversion of capital instruments and/or other obligations, pursuant to the terms and distinctions of article 6a para. 1 et seqq. of law 3864/2010 (as in force), along with the abolition (where necessary) of the pre-emption rights. Issuance and distribution to the holders of the capital instruments and other obligations (to be converted) of new, common, nominal, paperless shares, with voting rights;**

- (III) Contribution in kind by the Hellenic Financial Stability Fund of financial instruments owned by the same, without pre-emption rights for the Shareholders of the Bank. Issuance by the Bank and distribution to the Fund of new, common, nominal, paperless shares, with voting rights, issued by the Bank.

The General Meeting of Shareholders was apprised of the approval by the Single Supervisory Mechanism – SSM of the European Central Bank of certain capital actions amounting to Euro 180 million in total, which reduce the total capital requirements of the Bank, and its Capital Plan, to Euro 2,563 million. Further to the successful conclusion of Exchange Offers whereby securities of nominal amount Euro 1,011million were tendered, the Bank's Offering of new shares for cash targets an amount of Euro 1,552 million.

In addition, the General Meeting of Shareholders provided the Board of Directors of the Bank with the authorisation to specify the terms, in all parts, of the share capital increase and regulate the issues relevant to the increase and to amend article 5 of the Articles of Incorporation, as it will have been formed following Item 2.

YES = (98.86%) 10,411,366,120 NO = (0.88%) 92,833,238 VOID/ABSTENTION = (0.25%) 26,766,945

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.

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

Achieved Quorum: 82.47% of the total common shares with voting rights issued by the Bank.

Given the change in the terms of the Liability Management Exercise, the limited timeframes stipulated by the regulating authorities for completing the recapitalisation and the possibility to receive primarily new shares from the capital increase under Item 2, the General Meeting of Shareholders decided, for these reasons, that the discussion of Item 3 is no longer necessary and, the last is canceled.

YES = (99.52%) 10,480,823,005 NO = (0.22%) 23,376,353 VOID/ABSTENTION = (0.25%) 26,766,945

Item 4: Issuance by the Bank and, in accordance with article 7 para. 2 of law 3864/2010 (as in force), allocation to the Hellenic Financial Stability Fund of a contingent convertible (into new, common, nominal, paperless shares, with voting rights, issued by the Bank) bond loan, to be subscribed by a contribution in kind by the Fund, without pre-emption rights for the Shareholders of the Bank. Provision of authorisation to the Board of Directors of the Bank to issue and distribute, and agree on the specific terms of, the bond loan and to proceed with any required actions and legal acts.

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

Achieved Quorum: 82.47% of the total common shares with voting rights issued by the Bank.

The General Meeting of Shareholders approved the issuance by the Bank and, in accordance with article 7 para. 2 of law 3864/2010 (as in force), allocation to the Hellenic Financial Stability Fund of a contingent convertible (into new, common, nominal, paperless shares, with voting rights, issued by the Bank) bond loan, to be subscribed by a contribution in kind by the Fund, without pre-emption rights for the Shareholders of the Bank. In addition, the General Meeting of Shareholders provided the Board of Directors of the Bank with the authorisation to issue and distribute, and agree on the specific terms of, the bond loan and to proceed with any required actions and legal acts.

YES = (99.52%) 10,480,828,005 NO = (0.22%) 23,371,353 VOID/ABSTENTION = (0.25%) 26,766,945