



ALPHA BANK

**Resolutions
of the Second Iterative Extraordinary General Meeting
of Shareholders of Alpha Bank on 22.5.2012
(article 32 para. 1 of Codified Law 2190/1920, para. 4.1.3.3. of the Athens Exchange
Regulations)**

The Second Iterative Extraordinary General Meeting of Shareholders of Alpha Bank, which was held on 22.5.2012 at 10:00, was attended in person or by proxy by 8,338 Shareholders, representing 189,766,995 common, nominal, paperless shares with voting rights, out of a total of 734,269,648 shares, of which 534,269,648 are common, nominal, paperless shares with voting rights, namely 35.52% of the voting share capital of the Bank.

Item 1: Cessation of the operations and the merger procedure of “Alpha Bank A.E.” by way of absorption of “EFG Eurobank Ergasias S.A.”. Revocation of all resolutions of the 2nd Iterative Extraordinary General Meeting of “Alpha Bank A.E.” dated November 15, 2011 and disengagement of the latter from all contractual commitments towards or in favour of “EFG Eurobank Ergasias S.A.”. Grant of relevant authorisations.

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by “Alpha Bank A.E.” (the “Bank”).
<u>Achieved Quorum:</u>	35.52% of the total common shares with voting rights issued by the Bank.

The Second Iterative Extraordinary General Meeting approved:

- (A) The cessation of operations and the overall merger procedure of “Alpha Bank A.E.” by way of absorption of “EFG Eurobank Ergasias S.A.” (the “Merger”),
- (B) The revocation of all resolutions of the General Meeting dated November 15, 2011, in all respects,
- (C) The disengagement of the Bank from all its contractual and other commitments towards or in favour of Eurobank with regard to the Merger, and
- (D) The grant of authority to do all that is necessary, in terms of juridical or other acts, declarations or otherwise, with a view to implementing the resolutions of this General Meeting.

YES = (98.70%) 187,170,633 NO = (1.30%) 2,458,104 ABSTENTION = (0.00%) 4,215

Item 2: **Approval and ratification of any kind of juridical or other acts, declarations or otherwise, as well as release of the Board of Directors, of its members, the proxies and agents of “Alpha Bank A.E.” with regard to the merger by way of absorption of “EFG Eurobank Ergasias S.A.”.**

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

Achieved Quorum: 35.52% of the total common shares with voting rights issued by the Bank.

The Second Iterative Extraordinary General Meeting approved and ratified all kinds of juridical or other acts, declarations or otherwise, as well as released the Board of Directors, its members, the proxies and agents of the Bank with regard to the Merger.

YES = (98.70%) 187,169,973 NO = (1.30%) 2,458,764 ABSTENTION = (0.00%) 4,215

Item 3: **Amendment of article 18 para. 3 of the Articles of Incorporation of the Bank (on the appointment and revoking of proxies via electronic means).**

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

Achieved Quorum: 35.52% of the total common shares with voting rights issued by the Bank.

The Second Iterative Extraordinary General Meeting approved the amendment of article 18 para. 3 of the Articles of Incorporation so that, in accord with article 28(a) para. 3 of codified law 2190/1920, the Articles of Incorporation of the Bank may provide for the notification of the appointment and/or revoking of representatives via other electronic means of communication (in addition to electronic mail), under the terms and conditions which will be determined by a resolution of the Board of Directors.

YES = (98.76%) 187,273,733 NO = (1.24%) 2,355,004 ABSTENTION = (0.00%) 4,215