



## **Alpha Bank A.E. announces mandatory purchase [20.6.2013]**

Alpha Bank A.E. (the "**Bank**") today gives notice to the remaining holders (the "**Securityholders**") of Euro 300,000,000 Series A Floating Rate Non-cumulative Guaranteed Non-voting Preferred Securities (the "**Series A Preferred Securities**") issued by Alpha Group Jersey Limited (the "**Issuer**"), the details of which are set out below, pursuant to Article 117(1) of the Companies (Jersey) Law 1991, as amended, (the "**Law**").

An invitation was made on 19 April 2013 by the Bank to the Securityholders to tender their Series A Preferred Securities for purchase by the Bank for cash at the Purchase Price set out below (the "**Offer**"). The Offer was made on the terms, and subject to the conditions, contained in a tender offer memorandum dated 19 April 2013 (the "**Tender Offer Memorandum**") prepared by the Bank. Unless the context requires otherwise, defined terms in this notice have the same meanings ascribed to them in the description of the Series A Preferred Securities.

The Bank gives notice that it now desires to acquire and intends to exercise its right under Article 117 of the Law to acquire the remaining Series A Preferred Securities held by the Securityholders.

The effect of this Notice is that the Bank shall be entitled and bound to acquire all the outstanding Series A Preferred Securities on the terms of the Offer six weeks after the date of this Notice. This is subject to the right of Securityholders under Article 121 of the Law to make application to the Royal Court in Jersey within 6 weeks of the date of this Notice for an order either that the Bank shall not be entitled and bound to acquire that Securityholder's Series A Preferred Securities or that different terms to those of the Offer shall apply to the acquisition. If any Securityholder is contemplating such an action such Securityholder may wish to seek legal advice.

The terms of the Offer provided that the purchase price (expressed as a percentage) at which the Bank would purchase the Series A Preferred Securities validly tendered and accepted for purchase pursuant to the Offer was the Purchase Price indicated in the table below (the "**Purchase Price**"), in each case upon the terms and subject to the conditions set out in the Tender Offer Memorandum and subject to the provisions of the Law. The mandatory purchase described herein shall be at the Purchase Price.

**Series A Preferred Securities:**

<b>Issuer</b>	<b>Series</b>	<b>Liquidation Preference per Preferred Security (and integral amount, if applicable)</b>	<b>Purchase Price*</b>	<b>Aggregate Outstanding Principal Amount**</b>
Alpha Group Jersey Limited	€300,000,000 Series A Floating Rate Non-cumulative Guaranteed Non-voting Preferred Securities (XS0159153823)	€1,000 (€1,000)	35%	€7,795,000

\* No amount in respect of accrued dividend shall be payable to Holders of Series A Preferred Securities in addition to the Purchase Price.

\*\* Nominal amount of Series A Preferred Securities outstanding, excluding Series A Preferred Securities previously purchased and held by the Bank as at the date of this Notice.

**Expected Timetable of Events**

*The following summarises the anticipated timetable for the mandatory purchase of the remaining Series A Preferred Securities assuming, among other things, that the settlement date is not extended pursuant to any order by the Royal Court of Jersey.*

Events	Times and Dates	Number of calendar days from and including the commencement of the mandatory purchase (D)
<b><i>Notice of Mandatory Purchase</i></b>		
Notice of mandatory purchase of Series A Preferred Securities.	20 June 2013	D
<b><i>Settlement Date</i></b>		
Expected settlement date for the mandatory purchase of Series A Preferred Securities and the payment of the Purchase Price Payment in respect of the Series A Preferred Securities.	2 August 2013	D+42

The obligation of the Bank to pay the Purchase Price Payment will be discharged by payment to (or to the order of) the registered Holder of the Series A Preferred Securities. Each Securityholder must look to Euroclear or Clearstream, Luxembourg, as applicable, and/or any intermediate custodian, as the case may be, for its share of the payment so made by the Bank.

**"Purchase Price Payment"** means the cash amount equal to the product of (i) the outstanding nominal amount of the Series A Preferred Securities and (ii) the Purchase Price.