



ALPHA BANK

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Friday, June 29, 2012**

***(article 27 para. 3 section (d) of codified law 2190/1920)***

**Item 1: Submission for approval of the annual financial statements as at 31.12.2011, together with the relevant reports of the Board of Directors and the Auditors.**

Minimum Required Quorum: 20% of the total common shares with voting rights issued by "Alpha Bank A.E." (the "*Bank*").

Minimum Required Majority: 50% of the total voting rights (present or represented) plus (+) one vote (present or represented).

In accordance with the Articles of Incorporation of the Bank and codified law 2190/1920, the Board of Directors submits for approval to the Ordinary General Meeting, the annual financial statements of the Group and the Bank for the year 2011, as these were approved by the Board of Directors at its meeting on 20.4.2012. The financial statements are comprised of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement and explanatory notes in accordance with the International Financial Reporting Standards.

Shareholders may obtain from the website of the Bank ([www.alpha.gr](http://www.alpha.gr)) a copy of the Annual Financial Report, which includes the financial statements of the Group and the Bank, submitted for approval, the corresponding Independent Auditors' report, the Directors' annual report, the Directors' explanatory report, the Corporate Governance report, the Statement by the members of the Board of Directors, the report on the use of funds raised from the share capital increase and the Financial Information of the Bank and the Group.

The results of the Bank for the year 2011 amounted to losses of Euro 3,842,666,498.35 after taxes, which are proposed to be transferred to "Retained earnings/(losses) carried forward" according to the following table:

## 2011 INCOME APPROPRIATION TABLE

(amounts in Euro)

Net profit/(loss) before tax	(4,781,819,183.44)
Less: Income tax	<u>939,152,685.09</u>
Net profit/(loss) after tax	<u>(3,842,666.498,35)</u>
The following transfer of the above losses is proposed:	
Appropriation to reserves	-
Retained earnings/(loss) carried forward	<u>(3.842.666.498,35)</u>
Total	<u>(3.842.666.498,35)</u>

Given that, the fiscal year 2011, resulted in losses and, furthermore, that article 44<sup>a</sup> of codified law 2190/1920 should be applied, the Board of Directors of the Bank proposes to the Ordinary General Meeting of its Shareholders:

- (A) The non-distribution of dividend to the common Shareholders of the Bank and
- (B) The non-distribution to the Hellenic Republic of the return of the preference shares issued by the Bank and owned by the Hellenic Republic, as per article 1 para. 3 of law 3723/2008.

It is reminded that the Bank participates in the programme for the enhancement of the economy's liquidity which aims to deal with the repercussions of the international financial crisis and constitutes the subject of law 3723/2008 (as in force).

### **Recent events and other developments**

In the European Summit held on 26 October 2011, it was agreed to implement a new plan for the reduction of the Greek debt which provided for the deployment of a voluntary Greek bond exchange scheme in order to limit the Greek debt to 120% of the GDP until 2020.

The terms of the aforementioned scheme were finalised on 24 February 2012 by a relevant invitation sent by the Hellenic Republic to bond holders eligible for the scheme in question. In particular, according to the terms of the invitation, eligible bondholders under the restructuring scheme, which included specific loans to Public Utilities guaranteed by the Hellenic Republic, were called upon to agree on the following exchange terms:

Each of the bonds and the loans (eligible within the above scheme) would be exchanged with:

- a. Twenty new bonds issued by the Hellenic Republic, of a total face value equal to the 31.50% of the face value of the bonds exchanged,
- b. Two bonds issued by the EFSF, of one and two-year maturity, of a total face value equal to the 15% of the face value of the securities exchanged,
- c. A GDP-linked security issued by the Hellenic Republic. This security will yield interest with an annual rate of up to 1% on a notional amount which will be equal to the face value of the new bonds issued by the Hellenic Republic and provided that the increase of the Greek GDP will be in accordance with set targets. The payout of this additional interest will commence on 2015.

By virtue of the above, the haircut of the securities in question amounted, in terms of face value, to 53.5%.

In addition, the aforementioned invitation clarified the following:

- Accrued interest of the existing bonds and loans until 24.2.2012 will be paid out through six-month maturity, zero-coupon bonds issued by the EFSF.
- The new bonds issued by the Hellenic Republic will be of 11 to 30 years maturity, while their interest rate (the interest-bearing period commencing on 24.2.2012) will be the following: 2% until 2015, 3% until 2020, 3.65% in 2021 and 4.3% thereafter.
- The new bonds issued by the Hellenic Republic will be governed by English law.

In the context also of the aforementioned resolution regarding the financial support programme for Greece, the Bank carried out a financial transaction, the object of which was the collection by the Bank of periodic cash flows from bonds held by the latter and issued by the Hellenic Republic, which the Bank had pledged as collateral in order to meet the obligations arising from the aforementioned programme.

On 12 March 2012, the first phase of the Greek public debt restructuring was completed successfully with the exchange of bonds governed by Greek law, while the second phase was completed on 11 April 2012 with the exchange of bonds governed by foreign law, as well as of loans to Public Utilities. The Group participated in the aforementioned restructuring programme by exchanging all the eligible bonds issued by the Hellenic Republic and the loans to Public Utilities included in its portfolio with new bonds, on the basis of the terms laid out above.

**Item 2: Discharge of the Board of Directors and the Auditors from any liability.**

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by the Bank.
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<u>Minimum Required Majority:</u>	50% of the total voting rights (present or represented) plus (+) one vote (present or represented).
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The Board of Directors of the Bank submits for approval by the Ordinary General Meeting the discharge of the persons that served as members of the Board of Directors, as well as of the regular Certified Auditors, from any liability of indemnity for their actions, as these were set out in the Annual Financial Report of the Bank and in the relevant comments set out herein.

**Item 3: Election of Auditors, regular and alternate, for the financial year 2012 and approval of their remuneration.**

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

Minimum Required Majority: 50% of the total voting rights (present or represented) plus (+) one vote (present or represented).

In accordance with the Articles of Incorporation of the Bank and codified law 2190/1920, the Board of Directors submits for approval by the Ordinary General Meeting the election, for the financial year 2012, of the “KPMG Certified Auditors AE” auditing company, with the individuals listed below as regular certified auditors of the Bank, and proposes the following remuneration:

a. Regular: Charalambos G. Syrounis  
Nikolaos Ch. Tsiboukas

b. Alternate: Michael A. Kokkinos  
Ioannis A. Achilas

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 2012, is proposed to amount to up to Euro 500,000 plus V.A.T.<sup>1</sup>

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<sup>1</sup> An analysis of the certified auditors-accountants remuneration for the year 2011 can be found on note 43 of the Annual Financial Report (at Bank level).

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

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by the Bank.
<u>Minimum Required Majority:</u>	50% of the total voting rights (present or represented) plus (+) one vote (present or represented).

In accordance with article 1 para. 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, and in accordance with the aforementioned provisions, the Board of Directors proposes the approval, for the year 2011, of an annual total compensation of Euro 2,378,685, to the members of the Board of Directors.

**Item 5: Amendment of article 7 para. 1 of the Articles of Incorporation (on the number of members of the Board of Directors.**

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

Minimum Required Majority: 50% of the total voting rights (present or represented) plus (+) one vote (present or represented).

In the context, inter alia, of the adjustment to the changing demands of corporate governance, the Board of Directors submits for approval by the General Meeting the modification of the maximum number of the members of the Board of Directors from 16 to 18, by an amendment of article 7 para. 1 of the Articles of Incorporation of the Bank, as follows:

**CURRENT WORDING**

- 7.1 The Board of Directors, consisting of no less than nine (9) and no more than sixteen (16) executive and non-executive members shall manage the Bank, in accordance with the provisions of law 3016/2002.

**NEW WORDING**

- 7.1 The Board of Directors, consisting of no less than nine (9) and no more than eighteen (18) executive and non-executive members shall manage the Bank, in accordance with the provisions of law 3016/2002.

**Item 6:** Grant of authority, under article 23, para. 1 of codified law 2190/1920, to Board Directors, the General Management, as well as to Managers, to participate in the Board of Directors or the Management of companies having similar purposes.

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

Minimum Required Majority: 50% of the total voting rights (present or represented) plus (+) one vote (present or represented).

In accordance with codified law 2190/1920, the Board of Directors submits for approval by the present General Meeting, as per article 23, para. 1 of codified law 2190/1920, the grant of authority to Board Directors and other Executives of the Bank to participate in the Boards of Directors and/or in the Management of companies having similar purposes to those of the Bank.



**Item 7: Election of a member of the Board of Directors.**

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by the Bank.
<u>Minimum Required Majority:</u>	50% of the total voting rights (present or represented) plus (+) one vote (present or represented).

The Board of Directors informs Shareholders that at its meeting, on 7.6.2012, Mr. Nikolaos Koutsos was elected, in accordance with law 3864/2010, upon instruction of the Hellenic Financial Stability Fund, as a non-executive member of the Board of Directors.