



ALPHA BANK

**Resolutions
of the Ordinary General Meeting
of Shareholders of Alpha Bank on 29.6.2012
(article 32 para. 1 of codified law 2190/1920, para. 4.1.3.3. of the Athens Exchange
Regulations)**

The Ordinary General Meeting of Shareholders of Alpha Bank, which was held on 29.6.2012 at 10:00, was attended in person or by proxy by 4,469 Shareholders, representing 169,720,262 common, nominal, paperless shares with voting rights, out of a total of 734,269,648 shares (of which 534,269,648 common, nominal, paperless shares with voting rights), namely 31.77% of the voting share capital of the Bank.

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.

<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>	31.77% of the total common shares with voting rights issued by the Bank.
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The annual financial statements of the Group and the Bank for the year 2011, along with the corresponding Directors' and Independent Auditors' reports were submitted and approved. The non-distribution of dividend to the common Shareholders of the Bank and 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, were approved.

YES = (99.68%) 169,175,457 NO = (0%) 0 ABSTENTION = (0.32%) 544,805

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

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

Achieved Quorum: 31.77% of the total common shares with voting rights issued by the Bank.

The persons that served as members of the Board of Directors, as well as the regular Certified Auditors, for the financial year 2011, were discharged from any liability of indemnity for their actions and, correspondingly, the audit of the aforementioned financial year.

YES = (99.51%) 168,881,957 NO = (0.17%) 293,500 ABSTENTION = (0.32%) 544,805

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.

Achieved Quorum: 31.77% of the total common shares with voting rights issued by the Bank.

In accordance with the Articles of Incorporation of the Bank and codified law 2190/1920, the auditing company "KPMG Certified Auditors AE" was elected, with the individuals listed below, as regular Certified Auditor of the Bank:

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

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

The General Meeting approved the remuneration of the auditing company "KPMG Certified Auditors AE", for auditing the (stand alone and consolidated) financial statements of the Bank, for the financial year 2012, to amount to up to Euro 500,000 plus V.A.T.

YES = (99.66%) 169,150,600 NO = (0.01%) 24,857 ABSTENTION = (0.32%) 544,805

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

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

Achieved Quorum: 31.77% of the total common shares
with voting rights issued by the
Bank.

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, the General Meeting approved, for the financial year 2011, an annual total compensation of Euro 2,378,685, to the members of the Board of Directors.

YES = (99.62%) 169,071,322 NO = (0.02%) 33,069 ABSTENTION = (0.36%) 615,871

**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.

Achieved Quorum: 31.77% of the total common shares
with voting rights issued by the
Bank.

In the context, inter alia, of the adjustment to the changing demands of corporate governance, the General Meeting approved the modification of the maximum number of 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:

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.

YES = (99.58%) 169,009,420 NO = (0.10%) 166,037 ABSTENTION = (0.32%) 544,805

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.

Achieved Quorum: 31.77% of the total common shares with voting rights issued by the Bank.

The Members of the Board of Directors and other Executives of the Bank were authorised, as per article 23, para. 1 of codified law 2190/1920, to (be able to) participate in the Boards of Directors and/or in the Management of companies having similar purposes to those of the Bank.

YES = (99.68%) 169,175,457 NO = (0%) 0 ABSTENTION = (0.32%) 544,805

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

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

Achieved Quorum: 31.77% of the total common shares with voting rights issued by the Bank.

The General Meeting was informed that the Board of Directors, at its meeting on 7.6.2012, elected Mr. Nikolaos G. Koutsos, in accordance with law 3864/2010, upon instruction of the Hellenic Financial Stability Fund, as a non-executive member of the Board of Directors. Mr. Koutsos was also appointed as a member of the Board of Directors Audit Committee in accordance with article 37 of law 3693/2008.

Furthermore, the General Meeting was informed that the Board of Directors, at its meeting on 26.6.2012, elected Mr. Pavlos A. Apostolides, in accordance with article 13 para. 1 of the Articles of Incorporation, to fill the vacated position of non-executive independent member for the remainder of this Board's tenure.

YES = (99.13%) 168,240,981 NO = (0.55%) 934,476 ABSTENTION = (0.32%) 544,805