



ALPHA BANK

**Resolutions
of the First Repeat Extraordinary General Meeting of Shareholders of Alpha Bank on
4.11.2011 (article 32 par. 1 of Codified Law 2190/1920, paragraph 4.1.3.3. of the
Athens Exchange Regulations)**

The First Repeat Extraordinary General Meeting of Shareholders of Alpha Bank, which was held on 4.11.2011 at 10:00, was attended in person or by proxy by 6,885 Shareholders, representing 194,079,836 common, nominal, paperless, voting shares, out of a total of 734,269,648 shares, of which 534,269,648 are common, nominal, paperless, voting shares, namely 36.33% of the voting share capital of the Bank. Therefore the quorum achieved, did not allow the General Meeting to deliberate on all items of the Agenda.

Item 1: Amendment of the resolution of the 2nd Repeat General Meeting of the Bank Shareholders, dated July 15, 2011, on item 6 thereof (increase of the share capital of the Bank) by placing the resolution in suspension and delaying the entry into effect of the (consequent) proposal for the amendment of article 5 of the Bank's Articles of Incorporation.

<u>Minimum Required Quorum:</u>	50% of the total common shares with voting rights issued by the Bank.
<u>Achieved Quorum:</u>	36.33% of the total common shares with voting rights issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the Second Repeat General Meeting on Tuesday, November 15, 2011, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

Item 2: Upon audition of the Merger Balance Sheet, the Reports, certificates and documents, approval of the Draft Merger Agreement and the Notarial Merger Deed in relation to the Merger by Way of Absorption of Eurobank EFG by Alpha Bank, grant of authority to execute the Notarial Merger Deed and perform various juridical acts. Release of Board Directors, proxies, agents and substitutes of the Bank, and the relevant audit firm, from any liability for the preparation and consummation of the merger.

<u>Minimum Required Quorum:</u>	50% of the total common shares with voting rights issued by the Bank.
<u>Achieved Quorum:</u>	36.33% of the total common shares with voting rights issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the Second Repeat General Meeting on Tuesday, November 15, 2011, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

Item 3: Simultaneously and in parallel:

- (A) Increase of the Bank share capital by the amount of the Eurobank EFG share capital to be contributed thereto on account of the Bank merger by way of absorption of Eurobank EFG,**
 - (B) Reduction of the Bank share capital by the amount of the aggregate nominal value of the ordinary shares issued by Eurobank EFG, being property of the Bank, which are to be cancelled, and not exchanged for new (common) shares of the Bank, pursuant to article 75 par. 4 of Codified Law 2190/1920,**
- and,**
- (C) Increase of the Bank share capital through capitalisation of part of the account thereof “balance from above par share issuance”, to round off, in the context of the merger, the nominal value of the common Bank shares.**

Issuance and distribution, according to the approved exchange ratio, of new:

- (i) common, registered, voting, paperless shares, and**
- (ii) preferred, registered, non-voting, in paper form, redeemable shares of article 1 of Law 3723/2008,**

of a new nominal value, and corresponding amendment of article 5 of the Articles of Incorporation of the Bank.

<u>Minimum Required Quorum:</u>	50% of the total common shares with voting rights issued by the Bank.
<u>Achieved Quorum:</u>	36.33% of the total common shares with voting rights issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the Second Repeat General Meeting on Tuesday, November 15, 2011, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

**Item 4: Amendment of article 1 of the Articles of Incorporation of the Bank
(change of corporate name and distinctive title).**

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

Achieved Quorum: 36.33% of the total common shares
with voting rights issued by the
Bank.

The discussion of this specific item was postponed due to the fact that it is related to Item 2 of the Agenda and the General Meeting resolved to discuss it at the Second Repeat General Meeting on Tuesday, November 15, 2011, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

Item 5: Amendment of the resolution of the 2nd Repeat General Meeting of the Bank dated July 15, 2011, on item 7 thereof (terms of issuance by the Bank of a bond loan convertible into common shares thereof). Dis-application of shareholder pre-emption rights and grant of relevant authority to the Board of Directors of the Bank.

<u>Minimum Required Quorum:</u>	50% of the total common shares with voting rights issued by the Bank.
<u>Achieved Quorum:</u>	36.33% of the total common shares with voting rights issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the Second Repeat General Meeting on Tuesday, November 15, 2011, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

Item 6: **Simultaneously and in parallel:**

- (A) Increase of the Bank share capital, through capitalisation of part of the account thereof “balance from above par share issuance”, to round off the exchange ratio of old, for new, nominal value common voting shares due to reverse split (under section (B), below),**
- (B) Increase of the nominal value of each Bank common voting share (as such value will result following the statutory consummation of the merger), by way of reduction of the common shares number, due to reverse split,**
- (C) Following, or without, a previous share capital increase by a change of the nominal value of the common shares (as such value resulted under part B), further to a capitalisation of part of the special reserve of article 4 par. 4a of Codified Law 2190/1920,**

reduction of the Bank common share capital, pursuant to article 4 par. 4a of Codified Law 2190/1920, by way of reduction of the nominal value of common voting shares (as such value will result following the increase, as per the above, of the common shares nominal value due to a reverse split and/or any capitalisation of the special reserve of article 4 par. 4a of Codified Law 2190/1920), and credit of the balance to the special account of the said article,

Amendment of article 5 of the Articles of Incorporation.

<u>Minimum Required Quorum:</u>	50% of the total common shares with voting rights issued by the Bank.
<u>Achieved Quorum:</u>	36.33% of the total common shares with voting rights issued by the Bank.

The discussion of this specific item was postponed because the required quorum was not achieved. This item will be discussed at the Second Repeat General Meeting on Tuesday, November 15, 2011, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.