



ALPHA BANK

**Resolutions  
of the Extraordinary General Meeting  
of the Shareholders of Alpha Bank on 28.3.2014  
(article 32 para. 1 of codified law 2190/1920, para. 4.1.3.3. of the Athens  
Exchange Regulations)**

The Extraordinary General Meeting of the Shareholders of Alpha Bank, which was held on 28.3.2014 at 10:00, was attended, for the first item of the Agenda, in person or by proxy by 4,269 Shareholders, representing 9,736,627,583 common, nominal, paperless shares with voting rights, out of a total of 10,922,906,012 common, nominal, paperless shares with voting rights, namely 89.14% of the voting share capital of the Bank.

**Item 1: Raising of capital by the Bank, by the increase of its share capital, through payment in cash. Cancellation of the pre-emption rights of the existing (common and preferred) shares. Issuance and distribution by the Bank of new common, nominal, paperless shares with voting rights. Amendment of article 5 of the Articles of Incorporation. Provision to the Board of Directors of the Bank of the power to specify the terms of the share capital increase (including the power to determine the offer price of the new shares to be issued) and to provide for similar issues related to the capital increase.**

Minimum Required Quorum:

2/3 of the total common, paperless shares, with voting rights issued by "Alpha Bank A.E." (the "*Bank*"), including the common shares (article 7a para. 1 of law 3864/2010) issued in favour of the Hellenic Financial Stability Fund (HFSF).

Achieved Quorum:

89.14% of the total common shares with voting rights issued by the Bank.

The Extraordinary General Meeting of the Shareholders approved: the raising of capital by the Bank up to the amount of Euro 1.2 billion (including the amount corresponding to contributions above par value), by the increase of its share capital, through payment in cash; the cancellation of the pre-emption rights of the existing (common and preferred) shares; the issuance and distribution by the Bank of 1,846,153,846 new common, nominal, paperless shares with voting rights of a nominal value of Euro 0.30 each and an offer price of Euro 0.65 per new share and the offer of the total number of the new shares by private placement to special investors in the sense of article 2 para. 1 section (f) of law 3401/2005; and the amendment of article 5 of the Articles of Incorporation. In addition, it granted the Board of Directors of the Bank the power to attend to the total share capital increase and to provide for similar issues related to the capital increase.

YES = (99.95%) 9,731,966,459 NO = (0.01%) 647,900 VOID/ABSTENTION = (0.04%) 4,013,224

For the second item of the Agenda, the General Meeting was attended in person or by proxy by 4,268 Shareholders, representing 811,359,802 common, nominal, paperless shares with voting rights, out of a total of 1,997,638,231 common, nominal, paperless shares with voting rights, namely 40.62% of the voting share capital of the Bank.

**Item 2: Announcement on the election of a Member of the Board of Directors in replacement of another who has resigned and appointment of a Member of the Audit Committee in accordance with article 37 of law 3693/2008.**

<u>Minimum Required Quorum:</u>	1/5 of the total common, paperless shares, with voting rights issued by the Bank.
<u>Achieved Quorum:</u>	40.62% 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 30.1.2014, elected Mrs. Panagiota S. Iplixian, in accordance with law 3864/2010, upon instruction of the Hellenic Financial Stability Fund, as a Non-Executive Member of the Board of Directors. The General Meeting appointed Mrs. Iplixian as a Member of the Board of Directors Audit Committee, in accordance with article 37 of law 3693/2008.

YES = (84.55%) 686,015,982 NO = (15.01%) 121,780,335 VOID/ABSTENTION = (0.44%) 3,563,485