



ORDINARY GENERAL MEETING OF SHAREHOLDERS

Friday, June 26, 2015

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

Item 1: **Submission for approval of the annual financial statements of the year 2014, together with the relevant reports of the Board of Directors and the Certified Auditors.**

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank, excluding those issued in favour of the Hellenic Financial Stability Fund (the “HFSF”) (article 7a para. 3 of law 3864/2010, as in force).	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

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 2014. 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 the respective notes on the financial statements, in accordance with the requirements of the International Financial Reporting Standards.

Shareholders may obtain from the website of the Bank (www.alpha.gr) a copy of the Annual Financial Report. The said Report incorporates the financial statements of the Group and the Bank, submitted for approval, as well as the corresponding Independent Auditors’ reports, the Board of Directors’ annual management report, the Board of Directors’ explanatory report, the Corporate Governance report, the Statements by Members of the Board of Directors and the Financial Information of the Bank and the Group.

The results of the Bank for the year 2014 presented losses after income tax amounting to Euro 58,527,836.87, which are proposed to be appropriated to “Retained Earnings” according to the following table:

PROFIT DISTRIBUTION TABLE OF 2014

(amounts in Euro)

Profit/(loss) before income tax	(735,649,392.32)
Less: Income tax (credit)	<u>677,121,555.45</u>
Profit/(loss) after income tax	<u>(58,527,836.87)</u>
The following transfer of the above profits is proposed:	
Statutory reserve	-
Retained earnings	<u>(58,527,836.87)</u>
Total	<u>(58,527,836.87)</u>

Since in the financial year 2014 there are no distributable profits, in application of article 44a of codified law 2190/1920, the Board of Directors of the Bank will propose to the Ordinary General Meeting of its Shareholders:

- (a) The non-distribution of dividend to the holders of common shares of the Bank for the financial year 2014.
- (b) The non-payment to the Hellenic Republic of the respective return, as per article 1 para. 3 of law 3723/2008 as in force, for the financial year 2014, on its preference shares issued by the Bank and owned by the Hellenic Republic until 17.4.2014.

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

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

The Board of Directors of the Bank proposes to the present 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 explanatory comments set out herein) and the audit of the financial statements, respectively.

Item 3: Election of Certified Auditors, regular and alternate, for the financial year 2015 and approval of their remuneration.

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

In accordance with the Relationship Framework Agreement (RFA) signed between the Bank and the Hellenic Financial Stability Fund, the selection of Certified Auditors should be held at least once every five years, starting from the audit of the financial year expiring on 31.12.2015. In application of the RFA, the Audit Committee of the Board of Directors resolved, on 28.5.2014, after accepting the proposal by the Certified Auditors Selection Committee, following the evaluation of the respective bids, to recommend that the Board of Directors select the company “KPMG Certified Auditors A.E.” for the statutory audits of the years 2015 up to 2019. On 29.5.2014, the Board of Directors resolved to submit for approval the selection of the above mentioned auditing company to the respective Ordinary General Meetings for the years 2015 up to 2019.

In application of the above and in accordance with the Articles of Incorporation of the Bank and codified law 2190/1920, the Board of Directors proposes to the Ordinary General Meeting the election, for the financial year 2015, of the “KPMG Certified Auditors A.E.” auditing company, through the individuals listed below, as certified auditors of the Bank and proposes their remuneration.

- a. Regular: Nikolaos E. Vouniseas
Ioannis A. Achilas
- b. Alternate: Michael A. Kokkinos
Anastasios E. Panagidis

The remuneration of the auditing company “KPMG Certified Auditors A.E.”, for auditing the (stand alone and consolidated) financial statements of the Bank, for the year 2015, is proposed to amount to up to Euro 1,200,000 plus V.A.T., compared to Euro 950,000¹ for the respective audit of the year 2014.

¹ An analysis of the certified auditors-accountants remuneration for the year 2014 can be found on note 42 of the Annual Financial Report of the year 2014 (at Bank level).

Item 4: Approval of the Members of the Board of Directors remuneration.

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

The Board of Directors of the Bank proposes to the present General Meeting the approval of a compensation to the Members of the Board of Directors, in their capacity as Members, amounting to a total of Euro 503,667, for the financial year 2014.

Item 5: **Approval of the actions of the Board of Directors' Members and of the agents of Alpha Bank, in the context of the merger of the Bank by absorption of "DINERS CLUB OF GREECE FINANCE COMPANY S.A.".**

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

In view of and subject to the completion as per the law, of the merger of Alpha Bank with, and by absorption of, "DINERS CLUB OF GREECE FINANCE COMPANY S.A.", the Board of Directors of the Bank proposes to the present General Meeting the approval of all the actions performed by the said persons in the context of the merger.

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

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).	1/2 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

The Board of Directors proposes to the present General Meeting, as per article 23, para. 1 of codified law 2190/1920, the grant of authority to the Members of the Board of Directors and other Executives of the Bank to participate in the Boards of Directors and/or in the Management of companies of the Bank's Group, having purposes similar to those of the Bank.