

**ORDINARY GENERAL MEETING OF SHAREHOLDERS****Friday, June 27, 2014*****(article 27 para. 3 section (d) of codified law 2190/1920)***

**Item 1:** **Submission for approval of the annual financial statements of the year 2013 as well as of the restated comparative amounts of the year 2012, due to the retrospective application of accounting policies as required by the International Financial Reporting Standards, 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 2013 and the restated comparative amounts of the year 2012, as these were approved by the Board of Directors at its meeting on 19.3.2014. 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](http://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, the reports on the use of funds raised, the report of factual findings by the certified auditor, which pertains to the report on the use of funds raised from the Bank's share capital increase conducted on 6.6.2013 and the Financial Information of the Bank and the Group.

The results of the Bank for the year 2013 amounted to profits of Euro 2,857,020,919.57 after taxes, which are proposed to be transferred to “Retained earnings/(losses) carried forward” according to the following table:

# 2013 INCOME APPROPRIATION TABLE

(amounts in Euro)

Net profit/(loss) before tax	2,175,516,740.42
Less: Income tax (tax credit)	<u>681,504,179.15</u>
Net profit/(loss) after tax	<u><u>2,857,020,919.57</u></u>
The following transfer of the above profits is proposed:	
Statutory reserve	-
Retained earnings/(losses) carried forward	<u>2,857,020,919.57</u>
Total	<u><u>2,857,020,919.57</u></u>

Since in the financial year 2013 there are no distributable profits, within the meaning 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 2013.
- (b) The non-distribution 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 2013, on its preference shares issued by the Bank and owned by the Hellenic Republic.

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).

**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 2014 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 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 2014, of the “KPMG Certified Auditors AE” auditing company, namely the individuals listed below, as certified auditors of the Bank and proposes the following remuneration.

a. Regular: Marios T. Kyriacou  
Harry G. Sirounis

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 2014, is proposed to amount to up to Euro 950,000 plus V.A.T., compared to Euro 850,000<sup>1</sup> for the respective audit of the year 2013.

It is noted that the increase in the remuneration of the auditors is mainly due to the additional hours of audit work which will be necessary in order to: ensure the Bank’s compliance with the new definitions of the European Banking Authority (EBA); check the migrations required after the completion of the merger with Emporiki Bank through absorption by the Bank and supervise, to an increasing degree, the associated audit companies in the Group Companies abroad, especially in the countries which participate in the Asset Quality Review (AQR) underway.

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<sup>1</sup> An analysis of the certified auditors-accountants remuneration for the year 2013 can be found on note 42 of the Annual Financial Report (at Bank level).

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

	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 390,000, for the financial year 2013.

**Item 5:      Announcement on the election of Members of the Board of Directors in replacement of others who have resigned and appointment of Members of the Audit Committee in accordance with article 37 of law 3693/2008.**

	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 informs Shareholders that at its meeting held on 29.5.2014, it elected as Members of the Board of Directors of the Bank Messrs.: Vassilios T. Rapanos in replacement of Mr. Yannis S. Costopoulos; Shahzad A. Shahbaz in replacement of Mr. Athanassios M. Veremis; Efthimios O. Vidalis in replacement of Mr. Paul G. Karakostas; and Ibrahim S. Dabdoub in replacement of Mr. George E. Agouridis and proposes that, in application of article 37 of law 3693/2008, the General Meeting elect the temporarily appointed Messrs. M.G. Tanes and I.K. Lyras, as Members of the Audit Committee of the Board of Directors; all of the above shall be elected for the remainder of the present Board of Directors tenure.

**Item 6: Election of a new Board of Directors due to the expiry of its tenure, appointment of Independent Members, as well as of Members of the Audit Committee and conferment of the title of Honorary Chairman of the Board of Directors.**

	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).	

As a result of the expiration of the present Board's tenure, the election of a new Board of Directors of the Bank, with a four-year tenure, is proposed, comprising the following persons:

Executive Members: Demetrios P. Mantzounis  
Spyros N. Filaretos  
Artemis Ch. Theodoridis  
George C. Aronis

Non-Executive Members: Vassilios T. Rapanos  
Minas G. Tanes  
Pavlos A. Apostolides  
Efthimios O. Vidalis  
Evangelos J. Kaloussis  
Ioannis K. Lyras  
Ibrahim S. Dabdoub  
Ioanna E. Papadopoulou  
Shahzad A. Shahbaz

Non-Executive Member, in accordance with law 3723/2008: the Greek State, represented by Mr. Sarantis-Evangelos G. Lolos.

Non-Executive Member, in accordance with law 3864/2010: Panagiota S. Iplixian, as representative, and upon instruction of the Hellenic Financial Stability Fund.

It is also proposed that the following persons are appointed as Non-Executive Independent Members:

Minas G. Tanes  
Pavlos A. Apostolides  
Evangelos J. Kaloussis  
Ioannis K. Lyras  
Ibrahim S. Dabdoub  
Shahzad A. Shahbaz

In application of article 37 of law 3693/2008, it is proposed that the following Members are appointed to the Audit Committee of the Board of Directors:

Evangelos J. Kaloussis  
Minas G. Tanes  
Ioannis K. Lyras  
Panagiota S. Iplixian

It is reminded that the curricula vitae of the Members of the new Board of Directors have been posted on the Bank's website: [www.alpha.gr](http://www.alpha.gr).

Finally, in view of his highly significant contribution to the development and the progression of the operations of the Bank, it is proposed that the title of Honorary Chairman of the Board of Directors be conferred upon the outgoing Member and Chairman of the Board of Directors, Mr. Yannis S. Costopoulos, as per article 8.2 of the Articles of Incorporation.



**Item 7:**      **Renewal of the validity of the authority (articles 13 para. 1 case (b) and 3a para. 3 section first of codified law 2190/1920) granted by the General Meeting to the Board of Directors of the Bank: (i) to increase the share capital of the Bank, through the issuance and distribution of new shares, the amount whereof shall be paid in cash and/or by contribution in kind, and (ii) to issue a bond loan convertible into shares issued by the Bank.**

	Minimum Required Quorum:	Minimum Required Majority:
Ordinary General Meeting	2/3 of the total common, paperless shares, with voting rights issued by the Bank (including the shares issued in favour of the HFSF) (article 7a para. 3 of law 3864/2010).	2/3 of the total voting rights (present or represented) plus (+) one vote (present or represented).
First Iterative Ordinary General Meeting	1/2 of the total common, paperless shares, with voting rights issued by the Bank (calculated as above).	
Second Iterative Ordinary General Meeting	1/5 of the total common, paperless shares, with voting rights issued by the Bank (calculated as above).	

In view of the uncertainty of the current financial conditions, the Board of Directors deems necessary to retain flexibility for a potential realisation of an increase of the Bank's share capital and/or placement of a convertible bond loan, within the framework of codified law 2190/1920, as this ensures the ability of the Bank to respond promptly to constantly altering circumstances and contributes to securing the optimum terms for the Shareholders.

In view of the upcoming expiration of the authority already granted by the Extraordinary General Meeting of 27.12.2012 to the Board of Directors to increase the share capital of the Bank and/or issue a bond loan, of a total principal up to the amount of Euro 1,100,280,894.40, through subscription by payment in cash and/or by contribution in kind,

The Board of Directors proposes that the General Meeting approve the renewal (due to extension) of the validity, for three (3) more years, i.e. until the conclusion of the time period stipulated by article 13 para. 1 section third of codified law 2190/1920, of the authority of the Board of Directors, exercised once or in parts, to increase the share capital of the Bank and/or issue a bond loan, of a total principal up to the amount of Euro 1,100,280,894.40, i.e. up to the amount of the paid-in share capital of the Bank as of 27.12.2012, the date on which the said authority was initially granted. An extension of this authority is submitted for approval through the present resolution.

**Item 8:**      **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 similar purposes.**

	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 to 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 similar purposes to those of the Bank.