



ALPHA BANK

**Resolutions
of the Ordinary General Meeting
of Shareholders of Alpha Bank on 26.6.2015
(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 26.6.2015 at 10:00, was attended in person or by proxy by 1,494 Shareholders, representing 2,176,319,150 common, nominal, paperless shares with voting rights, out of a total of 4,310,302,518 common, nominal, paperless shares with voting rights, namely 50.49% of the voting share capital of the Bank.

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.

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by "Alpha Bank A.E." (the " <i>Bank</i> ").
<u>Achieved Quorum:</u>	50.49% of the total common shares with voting rights issued by the Bank.

The annual financial statements of the Group and the Bank for the year 2014, together with the relevant reports of the Board of Directors and the Certified Auditors were submitted and approved. The non-distribution of dividend to the holders of common shares of the Bank, for the financial year 2014, and the non-payment to the Hellenic Republic of the respective return, as per article 1 para. 3 of law 3723/2008, for the financial year 2014, on its preference shares issued by the Bank and owned by the Hellenic Republic until 17.4.2014, were approved.

YES = (99.08%) 2,156,271,904 NO = (0.25%) 5,341,895 VOID/ ABSTENTION = (0.68%) 14,705,351

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

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

Achieved Quorum: 50.49% 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 2014, were discharged from any liability of indemnity for their actions and for the audit of the financial statements, respectively.

YES = (98.40%) 2,141,507,973 NO = (1.03%) 22,436,922 VOID/ABSTENTION = (0.57%) 12,374,255

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

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

Achieved Quorum: 50.49% 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 A.E." was elected, through the individuals listed below, as regular Certified Auditors of the Bank:

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

The General Meeting approved 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 financial year 2015, up to the amount of Euro 1,200,000 plus V.A.T.

YES = (99.33%) 2,161,699,560 NO = (0.00%) 0 VOID/ABSTENTION = (0.67%) 14,619,590

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

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

Achieved Quorum: 50.49% of the total common shares
with voting rights issued by the
Bank.

The General Meeting approved a compensation to the Members of the Board of Directors, in their capacity as Members, of a total amount of Euro 503,667 for the financial year 2014.

YES = (98.50%) 2,143,566,145 NO = (0.69%) 15,016,702 VOID/ABSTENTION = (0.81%) 17,736,303

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

Achieved Quorum: 50.49% of the total common shares
with voting rights issued by the
Bank.

Following the merger of Alpha Bank with, and by absorption of, "DINERS CLUB OF GREECE FINANCE COMPANY S.A.", the General Meeting approved all the actions performed by the said persons in the context of the merger.

YES = (99.20%) 2,158,874,201 NO = (0.43%) 9,313,332 VOID/ABSTENTION = (0.37%) 8,131,617

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

Achieved Quorum: 50.49% 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 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.

YES = (98.51%) 2,143,998,172 NO = (0.78%) 17,000,117 VOID/ABSTENTION = (0.70%) 15,320,861