



ALPHA BANK

**Resolutions  
of the Ordinary General Meeting  
of Shareholders of Alpha Bank on 27.6.2014  
(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 27.6.2014 at 10:00, was attended, for items 1, 2, 3, 4, 5, 6 and 8 of the agenda, in person or by proxy by 2,294 Shareholders, representing 2,249,723,712 common, nominal, paperless shares with voting rights, out of a total of 4,294,971,798 common, nominal, paperless shares with voting rights, namely 52.38% of the voting share capital of the Bank.

**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:                      20% of the total common shares with voting rights issued by "Alpha Bank A.E." (the "Bank").

Achieved Quorum:                                      52.38% 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 2013 as well as 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 were submitted and approved. The non-distribution of dividend to the holders of common shares of the Bank, for the financial year 2013, and the non-distribution to the Hellenic Republic of the respective return, as per article 1 para. 3 of law 3723/2008, for the financial year 2013, on its preference shares issued by the Bank and owned by the Hellenic Republic, were approved.

YES = (98.09%) 2,206,794,299      NO = (0.10%) 2,150,631      VOID/ ABSTENTION = (1.81%) 40,778,782

**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: 52.38% 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 2013, were discharged from any liability of indemnity for their actions and, correspondingly, for the audit of the aforementioned financial year.

YES = (97.59%) 2,195,590,552      NO = (0.55%) 12,263,460      VOID/ABSTENTION = (1.86%) 41,869,700

**Item 3: Election of Certified Auditors, regular and alternate, for the financial year 2014 and approval of their remuneration.**

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

Achieved Quorum: 52.38% 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 AE" was elected, with the individuals listed below, as regular Certified Auditor of the Bank:

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

b. Alternate:          Michael A. Kokkinos  
                              Ioannis A. Achilas

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 2014, up to the amount of Euro 950,000 plus V.A.T.

YES = (98.06%) 2,206,175,171      NO = (0.27%) 6,154,959      VOID/ABSTENTION = (1.66%) 37,393,582

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

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

Achieved Quorum:                                      52.38% of the total common shares  
with voting rights issued by the  
Bank.

The General Meeting approved, for the financial year 2013, a compensation, for the Members of the Board of Directors, in their capacity as Members, of a total amount of Euro 390,000.

YES = (98.08%) 2,206,548,231      NO = (0.10%) 2,315,400      VOID/ABSTENTION = (1.82%) 40,860,081

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

Achieved Quorum:                                      52.38% 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 held on 29.5.2014, elected new Members of the Board of Directors of the Bank in replacement of those who resigned. The General Meeting appointed the Members of the Audit Committee of the Board of Directors, in application of article 37 of law 3693/2008, all of the above for the remainder of the Board of Directors' tenure which expired today on the Ordinary General Meeting of Shareholders for the year 2014.

**EFTHIMIOS O. VIDALIS**

YES = (95.04%) 2,138,201,573      NO = (1.90%) 42,847,537      VOID/ABSTENTION = (3.05%) 68,674,602

**VASILEIOS T. RAPANOS**

YES = (95.03%) 2,137,941,514      NO = (1.92%) 43,107,596      VOID/ABSTENTION = (3.05%) 68,674,602

**INDEPENDENT NON-EXECUTIVE MEMBERS**

**IOANNIS K. LYRAS – MEMBER OF THE AUDIT COMMITTEE**

YES = (95.04%) 2,138,201,573      NO = (1.90%) 42,847,537      VOID/ABSTENTION = (3.05%) 68,674,602

**MINAS G. TANES– MEMBER OF THE AUDIT COMMITTEE**

YES = (95.04%) 2,138,201,573      NO = (1.90%) 42,847,537      VOID/ABSTENTION = (3.05%) 68,674,602

**IBRAHIM S. DABDOUB**

YES = (95.04%) 2,138,201,573      NO = (1.90%) 42,847,537      VOID/ABSTENTION = (3.05%) 68,674,602

SHAHZAD A. SHAHBAZ

YES = (95.04%) 2,138,201,573

NO = (1.90%) 42,847,537

VOID/ABSTENTION = (3.05%) 68,674,602

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

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

Achieved Quorum: 52.38% of the total common shares with voting rights issued by the Bank.

The General Meeting of the Bank elected a new Board of Directors with a four-year tenure, due to the expiry of the latter's tenure, appointed Independent Members and Members of the Audit Committee of the Board of Directors, as follows:

GEORGE C. ARONIS

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

EFTHIMIOS O. VIDALIS

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

ARTEMIOS CH. THEODORIDIS

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

DEMETRIOS P. MANTZOUNIS

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

IOANNA E. PAPADOPOULOU

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

VASILEIOS T. RAPANOS

YES = (92.75%) 2,086,544,077

NO = (4.20%) 94,505,033

VOID/ABSTENTION = (3.05%) 68,674,602

SPYROS N. FILARETOS

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

THE GREEK STATE, IN ACCORDANCE WITH LAW 3723/2008 (AS IN FORCE)

YES = (92.76%) 2,086,804,136

NO = (4.19%) 94,244,974

VOID/ABSTENTION = (3.05%) 68,674,602

PANAGIOTA S. IPLIXIAN, IN ACCORDANCE WITH LAW 3864/2010, as representative and upon instruction of the Hellenic Financial Stability Fund –

MEMBER OF THE AUDIT COMMITTEE

YES = (92.75%) 2,086,544,077

NO = (4.20%) 94,505,033

VOID/ABSTENTION = (3.05%) 68,674,602

## INDEPENDENT MEMBERS

### PAVLOS A. APOSTOLIDES

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

### EVANGELOS J. KALOISSIS – CHAIRMAN OF THE AUDIT COMMITTEE

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

### IOANNIS K. LYRAS – MEMBER OF THE AUDIT COMMITTEE

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

### MINAS G. TANES – MEMBER OF THE AUDIT COMMITTEE

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

### IBRAHIM S. DABDOUB

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

### SHAHZAD A. SHAHBAZ

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

The curricula vitae of the Members of the 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, the General Meeting conferred the title of Honorary Chairman of the Board of Directors, as per article 8.2 of the Articles of Incorporation upon the outgoing Member and Chairman of the Board of Directors, as follows:

### YANNIS S. COSTOPOULOS - HONORARY CHAIRMAN OF THE BOARD OF DIRECTORS

YES = (92.76%) 2,086,804,136      NO = (4.19%) 94,244,974      VOID/ABSTENTION = (3.05%) 68,674,602

For item 7 of the agenda, the Ordinary General Meeting of Shareholders was attended, in person or by proxy by 2,295 Shareholders, representing 10,723,811,772 common, nominal, paperless shares with voting rights, out of a total of 12,769,059,858 common, nominal, paperless shares with voting rights, namely 83.98% of the voting share capital of the Bank.

**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:

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).

Achieved Quorum:

83.98% of the total common shares with voting rights issued by the Bank.

The General Meeting, 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, approved 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 was approved through the present resolution.

YES = (99.18%) 10,635,757,111      NO = (0.47%) 50,661,079      VOID/ABSTENTION = (0.35%) 37,393,582

**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:

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

Achieved Quorum:

52.38% 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 similar purposes to those of the Bank.

YES = (98.23%) 2,209,918,877      NO = (0.11%) 2,411,253      VOID/ABSTENTION = (1.66%) 37,393,582