



## INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with codified law 2190/1920 “On Sociétés Anonymes”, as in force, the Shareholders of Alpha Bank A.E. are invited to the Extraordinary General Meeting, on Thursday, April 26, 2012, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

### AGENDA

1. Cessation of the operations and the merger procedure of “Alpha Bank A.E.” by way of absorption of “EFG Eurobank Ergasias S.A.”. Revocation of all resolutions of the 2nd Iterative Extraordinary General Meeting of “Alpha Bank A.E.” dated November 15, 2011 and disengagement of the latter from all contractual commitments towards or in favour of “EFG Eurobank Ergasias S.A.”. Grant of relevant authorisations.
2. Approval and ratification of any kind of juridical or other acts, declarations or otherwise, as well as release of the Board of Directors, of its Members, the proxies and agents of “Alpha Bank A.E.” with regard to the merger by way of absorption of “EFG Eurobank Ergasias S.A.”.
3. Amendment of article 18 para. 3 of the Articles of Incorporation of the Bank (on the appointment and revoking of proxies via electronic means).

In case the statutory quorum to deliberate on any item of the Agenda is not achieved in the initial (as above) Extraordinary General Meeting, a First Iterative Extraordinary General Meeting will be convened on Tuesday, May 8, 2012, at 10:00 and, if no quorum is achieved, a Second Iterative Extraordinary General Meeting on Tuesday, May 22, 2012, at 10:00, both at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

No further invitations for the First and Second Iterative Extraordinary General Meetings shall be published, and the items on the Agenda shall be those set out above, save for those on which the Shareholders have already resolved.

In accordance with arts. 26 para. 2b and 28a of codified law 2190/1920, the Bank apprises the Shareholders of the following:

#### Right to participate in and vote at the General Meeting

Entitled to participate in and vote at the General Meeting is whoever appears, in the records of the Dematerialised Securities System (“DSS”) operated by the Hellenic Exchanges S.A. (“HELEX”), on the record date (“Record Date”) as a Shareholder of Bank-issued common voting shares.

Therefore, as the case may be:

- (i) on Saturday, April 21, 2012, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Extraordinary General Meeting,
- (ii) on Friday, May 4, 2012, i.e. at the beginning of the fourth (4th) day prior to the date of the First Iterative Extraordinary General Meeting, or
- (iii) on Friday, May 18, 2012, i.e. at the beginning of the fourth (4th) day prior to the date of the Second Iterative Extraordinary General Meeting.

Each common share entitles to one vote. Shareholder capacity is certified electronically by HELEX, through a direct electronic link of the Bank to the DSS records. Accordingly, a Shareholder is not required to provide a written certificate by HELEX, in order to participate in and vote at any (initial or iterative) General Meeting. Furthermore, no blocking of Shareholder shares or any similar procedure limiting the right to sell and

transfer shares, during the interim period between the Record Date and the relevant General Meeting, is required for the exercise of the foregoing rights.

#### Procedure for exercising voting rights by proxy

A Shareholder may participate in the General Meeting and vote either in person or by proxy. Each Shareholder may appoint up to three (3) proxies and legal entities/Shareholders may appoint up to three (3) individuals as their proxies. A Shareholder owning Bank shares, which appear in more than one security accounts, may appoint different proxies for the shares held in each security account. A proxy who acts for more than one Shareholder may vote differently for each Shareholder.

Printed proxy forms for the appointment of representatives are available at the Bank's Branches or may be downloaded from the Bank's website ([www.alpha.gr](http://www.alpha.gr)). The forms, duly filled-in and signed and with verification of signature, should be sent to the Bank by fax at +30 210 326 5811 or 210 326 5506 or by e-mail at [ShareholdersSection@alpha.gr](mailto:ShareholdersSection@alpha.gr) or submitted at the Bank's Main Branch, 40 Stadiou Street, Athens (Shareholders' Section, tel. +30 210 326 5546 and 210 326 5549) or at any of the Bank's Branches, at least three (3) days prior to the (initial or iterative) General Meeting.

Each person holding a Shareholder proxy is required to disclose to the Bank, before the General Meeting commences, any specific circumstance of relevance to the Shareholders, so they can assess the risk that a person holding a Shareholder proxy might pursue interests other than those of the Shareholder. Conflicts of interest may arise especially when the proxy holder is:

- a) a controlling Shareholder of the Bank or a legal person or entity controlled by such Shareholder,
- b) a member of the Board of Directors or generally the Management of the Bank, or a company of a Shareholder controlling the Bank, or a legal person or entity controlled by a Shareholder exercising control over the Bank,
- c) an employee or certified auditor of the Bank or of a Shareholder exercising control over the Bank or of a legal person or entity controlled by a Shareholder exercising control over the Bank,
- d) a spouse or a first degree relative of one of the individuals referred to in subparagraphs a to c.

Shareholders are not entitled to participate in the General Meeting by electronic means, without physical presence at the General Meeting, nor to remotely vote (by electronic means or by mail). The appointment and revoking of representatives is effected in writing (via private or public document).

#### Minority Rights

- (a) Shareholders representing at least one twentieth (1/20) of the issued and paid-in share capital of the Bank are entitled to ask for the addition of items to the Agenda of the General Meeting, provided that an application to that effect is received by the Board of Directors of the Bank at least fifteen (15) days prior to the General Meeting, to which a reasoning or a draft resolution for approval by the General Meeting is attached. The Board of Directors is required to include the additional items on the Agenda and publish the same at least thirteen (13) days prior to the General Meeting.
- (b) Shareholders representing at least one twentieth (1/20) of the issued and paid-in share capital of the Bank are entitled to ask, by means of an application to be delivered to the Board of Directors of the Bank at least seven (7) days prior to the General Meeting, for the posting on the Bank's website ([www.alpha.gr](http://www.alpha.gr)), at least six (6) days prior to the General Meeting, of draft resolutions on items included in the initial or the revised Agenda.
- (c) A Shareholder may apply to the Board of Directors at least five (5) days prior to the General Meeting, for information to be provided to the General Meeting on Bank matters, if deemed useful for the determination of the Agenda items. At the request

also of Shareholders representing at least one twentieth (1/20) of the issued and paid-in share capital of the Bank, the Board of Directors shall notify the Ordinary General Meeting of amounts paid, in the last two years, to any Board Director or Bank Manager, together with any benefit granted to these persons for whatever reason or as a result of a contract between the Bank and such persons.

- (d) Shareholders representing at least one fifth (1/5) of the issued and paid-in share capital of the Bank are entitled to apply to the Board of Directors of the Bank at least five (5) days prior to the General Meeting, for the Board of Directors to apprise the General Meeting about the state of corporate affairs and assets of the Bank.

#### Available documents and information

The Agenda, the proxy form for appointing a representative, the draft resolutions on the Agenda items, together with any item in general referred to in article 27 para. 3 of codified law 2190/1920 are available in printed form at the Bank's Main Branch, 40 Stadiou Street, Athens (Shareholders' Section, tel. +30 210 326 5546 and 210 326 5549) and are also posted on the Bank's website ([www.alpha.gr](http://www.alpha.gr)).

Athens, April 3, 2012  
The Board of Directors