

**ORDINARY GENERAL MEETING OF SHAREHOLDERS****Thursday, June 30, 2016*****(article 27 para. 3 section (d) of codified law 2190/1920)***

Item 1: Approval of the annual financial statements of the financial year 2015, 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).
Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above).	

In application of 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 2015. 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, the report on the use of funds raised from the share capital increase as per the resolution of the Extraordinary General Meeting of Shareholders of the Bank of 14.11.2015 and the Financial Information of the Bank and the Group.

The results of the Bank for the year 2015 presented losses after income tax amounting to Euro 1,032,276,148.73, which are proposed to be appropriated to "Retained Earnings" according to the following table:

PROFIT DISTRIBUTION TABLE 2015

(amounts in Euro)

Profit/(loss) before income tax	(1,855,381,241.23)
Less: Income tax (credit)	<u>823,105,092.50</u>
Profit/(loss) after income tax	<u>(1,032,276,148.73)</u>
The following transfer of the above profits is proposed:	
Statutory reserve	-
Retained earnings	<u>(1,032,276,148.73)</u>
Total	<u>(1,032,276,148.73)</u>

Since in the financial year 2015 there are no distributable profits, the Board of Directors, in application of article 44a of codified law 2190/1920, proposes to the Ordinary General Meeting the non-distribution of dividend to the Shareholders of the Bank for the financial year 2015.

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).
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 2016 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).
Iterative Ordinary General Meeting	Any number of the represented common, paperless shares, with voting rights, issued by the Bank (calculated as above).	

In application of the Articles of Incorporation of the Bank and codified law 2190/1920 and after receiving the Hellenic Financial Stability Fund's consent, the Board of Directors proposes to the Ordinary General Meeting the election of the "KPMG Certified Auditors A.E." auditing company for the regular audit of the financial year 2016, 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 "KPMG Certified Auditors A.E." auditing company, for auditing the (stand alone and consolidated) financial statements of the Bank for the year 2016, is proposed to remain at the same levels as in 2015¹, i.e. to amount to up to Euro 1,200,000 plus V.A.T.

¹ An analysis of the certified auditors-accountants remuneration for the year 2015 can be found on note 42 of the Annual Financial Report of the year 2015 (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).
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 725,200 for the financial year 2015, as per the following table:

NAME AND SURNAME	POSITION	CAPACITY	AMOUNT	AMOUNT
			(gross)	(net)
Vasileios T. Rapanos	Chairman of the Board of Directors.	Non-Executive Member	250,000	138,175
Minas G. Tanes	Vice Chairman of the Board of Directors, Chairman of the Risk Management Committee, Chairman of the Corporate Governance and Nominations Committee and Member of the Audit Committee.	Non-Executive Member	53,400	35,772
Pavlos A. Apostolides	Member of the Board of Directors, Chairman of the Remuneration Committee and Member of the Corporate Governance and Nominations Committee.	Non-Executive Independent Member	46,800	33,102
Efthimios O. Vidalis	Member of the Board of Directors.	Non-Executive Member	42,000	30,384
Evangelos J. Kaloussis	Member of the Board of Directors, Chairman of the Audit Committee and Member of the Risk Management Committee.	Non-Executive Independent Member	51,000	34,461
Ioannis K. Lyras	Member of the Board of Directors and Member of the Audit Committee.	Non-Executive Independent Member	47,400	33,442

NAME AND SURNAME	POSITION	CAPACITY	AMOUNT	AMOUNT
			(gross)	(net)
Ioanna E. Papadopoulou	Member of the Board of Directors and Member of the Corporate Governance and Nominations Committee.	Non-Executive Member	44,400	31,743
Ibrahim S. Dabdoub	Member of the Board of Directors and Member of the Remuneration Committee.	Non-Executive Independent Member	44,400	29,651
Shahzad A. Shahbaz	Member of the Board of Directors and Member of the Risk Management Committee.	Non-Executive Independent Member	48,000	32,060
Panagiota S. Iplixian	Member of the Board of Directors, Member of the Audit Committee, Member of the Risk Management Committee, Member of the Remuneration Committee and Member of the Corporate Governance and Nominations Committee.	Non-Executive Member, Representative of the Hellenic Financial Stability Fund.	55,800	37,083
Sarantis-Evangelos G. Lolos (until 17.3.2015)	Member of the Board of Directors.	Non-Executive Member, Representative of the Greek State.	7,000	5,352
Marica S. Ioannou – Frangakis (as of 17.3.2015)	Member of the Board of Directors.	Non-Executive Member, Representative of the Greek State.	35,000	25,731
TOTAL			725,200	466,956

It is reminded that, in accordance with the Bank's standard practice, the Executive Members of the Board of Directors do not receive any remuneration in their capacity as Members of the Board of Directors.

Item 5: Announcement on the election of a Member of the Board of Directors in replacement of another who resigned as well as on the relevant appointment of an Independent Member and a Member of the Audit Committee.

	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).
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 the Shareholders that it elected, as of 21.4.2016, Mr. Jan A. Vanhevel, in replacement of Mr. Minas G. Tanes who stepped down, as Member of the Board of Directors of the Bank and appointed him as Independent Member of the Board of Directors and as Member of the Audit Committee for the remainder of the tenure (therein) of the replaced Member. Ratification is requested.

Item 6: **Granting of authority 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).
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 granting 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.