



ALPHA BANK

**Resolutions  
of the Ordinary General Meeting  
of Shareholders of Alpha Bank on 30.6.2016  
(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 30.6.2016 at 10:00, was attended in person or by proxy by 698 Shareholders, representing 862,952,996 common, nominal, paperless shares with voting rights, out of a total of 1,367,706,054 common, nominal, paperless shares with voting rights, namely 63.10% of the voting (on the following items) share capital of the Bank.

**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.**

<u>Minimum Required Quorum:</u>	20% 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).
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<u>Achieved Quorum:</u>	63.10% of the total common shares with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).
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The General Meeting approved the annual financial statements of the Group and the Bank for the year 2015, together with the relevant reports of the Board of Directors and the Certified Auditors. It was acknowledged that the distribution of dividend to the Shareholders of the Bank for the financial year 2015 is not applicable.

YES = (96.31%) 831,086,050

NO = (0.09%) 768,818

VOID/ABSTENTION = (3.60%) 31,098,128

**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, paperless shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

Achieved Quorum: 63.10% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The persons that served as Members of the Board of Directors as well as the regular Certified Auditors for the financial year 2015 were discharged from any liability of indemnity for their actions and for the audit of the financial statements of the same year.

YES = (95.72%) 826,015,158

NO = (0.60%) 5,191,753

VOID/ABSTENTION = (3.68%) 31,746,085

**Item 3: Election of Certified Auditors, regular and alternate, for the financial year 2016 and approval of their remuneration.**

Minimum Required Quorum: 20% 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).

Achieved Quorum: 63.10% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting elected, for the financial year 2016, the auditing company “KPMG Certified Auditors A.E.”, through the individuals listed below, as regular Certified Auditors of the Bank, after receiving the relevant consent by the Hellenic Financial Stability Fund:

- 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 2016, amounting to Euro 1,200,000 plus V.A.T.

YES = (99.90%) 862,062,279

NO = (0.01%) 118,910

VOID/ABSTENTION = (0.09%) 771,807

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

<u>Minimum Required Quorum:</u>	20% 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).
<u>Achieved Quorum:</u>	63.10% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved a compensation to the Members of the Board of Directors, in their capacity as Members, for the financial year 2015, of a total amount of Euro 725,200.

YES = (96.39%) 831,826,857      NO = (0.08%) 654,332      VOID/ABSTENTION = (3.53%) 30,471,807

**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:                      20% 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).

Achieved Quorum:                                      63.10% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved the election of 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 his appointment 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.

YES = (99.94%) 862,457,587

NO = (0.00%) 23,602

VOID/ABSTENTION = (0.05%) 471,807

**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:      20% 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).

Achieved Quorum:      63.10% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved the authorisation, 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 = (96.43%) 832,158,657      NO = (0.04%) 322,532      VOID/ABSTENTION = (3.53%) 30,471,807