



ALPHA BANK

**Resolutions
of the Ordinary General Meeting
of Shareholders of Alpha Bank on 30.6.2017
(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 30.6.2017 at 10:00, was attended, with regard to items 1,2,3,4,6 and 7 of the agenda, in person or by proxy by 842 Shareholders, representing 867,933,211 common, nominal, paperless shares with voting rights, out of a total of 1,374,524,235 common, nominal, paperless shares with voting rights, excluding those issued in favour of the Hellenic Financial Stability Fund (the "HFSF") (article 7a para. 3 of law 3864/2010, as in force), namely 63.14% of the voting share capital of the Bank and with regard to item 5 of the agenda it was attended in person or by proxy by 843 Shareholders, representing 1,037,108,357 common, nominal, paperless shares with voting rights, out of a total of 1,543,699,381 common, nominal, paperless shares with voting rights, including those issued in favour of the HFSF (article 7a para. 3 of law 3864/2010, as in force), namely 67.18% of the voting share capital of the Bank.

Item 1: Approval of the annual financial statements of the financial year 2016, together with the relevant reports of the Board of Directors and the Certified Auditors.

Minimum Required Quorum:

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).

Achieved Quorum:

63.14% 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 annual financial statements of the Group and the Bank for the year 2016, 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 2016 is not applicable.

YES = (99.74%) 865,711,262

NO = (0.03%) 300,000

VOID/ABSTENTION = (0.22%) 1,921,949

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

Minimum Required Quorum: 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).

Achieved Quorum: 63.14% 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 2016 were discharged from any liability of indemnity for their actions and for the audit of the financial statements of the same year respectively.

YES = (98.33%) 853,458,677

NO = (0.12%) 1,043,400

VOID/ABSTENTION = (1.55%) 13,431,134

Item 3: Election of Certified Auditors, regular and alternate, for the financial year 2017 and approval of their remuneration.

Minimum Required Quorum: 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).

Achieved Quorum: 63.14% 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 “DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A.” audit firm for the mandatory audit of the financial year 2017, as well as the remuneration of the audit firm for auditing the (stand alone and consolidated) financial statements of the Bank for the year 2017, up to the amount of Euro 1,335,000 plus V.A.T.

YES = (99.97%) 867,660,975

NO = (0.00%) 0

VOID/ABSTENTION = (0.03%) 272,236

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

Minimum Required Quorum: 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).

Achieved Quorum: 63.14% 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 2016, of a total amount of Euro 876,516.54.

YES = (99.77%) 865,948,849 NO = (0.20%) 1,712,126 VOID/ABSTENTION = (0.03%) 272,236

Item 5: Issuance by the Bank, and distribution by private placement, of a bond convertible into common voting shares of an aggregate principal amount up to Euro 500 million upon dis-application of shareholder pre-emption rights. Delegation of authority to the Board of Directors.

<u>Minimum Required Quorum:</u>	2/3 of the total common, paperless shares, with voting rights, issued by the Bank (including those issued in favour of the HFSF, as per the above).
<u>Achieved Quorum:</u>	67.18% of the total common shares, with voting rights, issued by the Bank (including those issued in favour of the HFSF, as per the above).

The General Meeting approved:

- (a) The issuance of a bond loan of a principal amount of up to Euro 500 million convertible into common voting shares of the Bank ("Convertible Bond") with dis-application of the pre-emptive rights of the existing Shareholders,
- (b) The placement by the Board, if deemed beneficial thereby taking into account the prevailing market conditions and the needs of the Bank to raise capital, of the Convertible Bond by way of a private placement to interested qualified and other investors, within a period of twelve months as of the present resolution,
- (c) The determination of the conversion ratio of each bond into (/) new common shares of the Bank as the quotient of the outstanding, at conversion, bond principal amount divided (/) by the aggregate offer price of the new common shares to be issued upon conversion, it being understood that: (i) such offer price shall be equal to the Volume-Weighted Average Price (VWAP) of the Bank's outstanding shares in a period of up to 30 business days preceding the issuance date of the convertible bond, multiplied (X) by a discount thereon of up to 40%, as the Board of Directors of the Bank shall, on or prior to the date of issuance of the convertible bond, determine at its discretion, (ii) the offer price of each new share shall be no less than the par value thereof, and (iii) the aggregate par value of the new shares shall not exceed the aggregate offer price of the bonds,
- (d) The proportionate adjustment of the conversion price of the convertible bonds into new common voting dematerialised shares (as the price shall be determined by the Board of Directors of the Bank upon the issuance of the Convertible Bond following the relevant power granted thereto), upon the occurrence of corporate events which may impact the value of the Convertible Bonds, including without limitation any rights issue or any share capital reduction of the Bank, any share split or reverse split, any merger or division of the Bank, the issuance of securities convertible or exchangeable into common shares of the Bank, as well as any other case which in line with the market practice should result into the adjustment of the conversion price,
- (e) The granting of authority to the Board of Directors of the Bank for the finalisation of the details for the issuance of the Convertible Bond, including indicatively the determination of the issue date and the conversion ratio, as well as for the implementation of the decision of the General Meeting.

YES = (94.79%) 983,045,721 NO = (2.78%) 28,799,741 VOID/ABSTENTION = (2.44%) 25,262,895

Item 6: Announcement on the election of Members of the Board of Directors in replacement of others who resigned, as well as on the relevant appointment of Independent Members and of Members of the Audit Committee.

<u>Minimum Required Quorum:</u>	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).
<u>Achieved Quorum:</u>	63.14% 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 appointment of Mr. Richard Paul R. Gildea and of Ms Carolyn Adele G. Dittmeier as Non-Executive Independent Members of the Board of Directors and the appointment of Mr. Spyridon-Stavros A. Mavrogalos-Fotis, in replacement of Ms Panagiota S. Iplixian who resigned, and of Ms Carolyn Adele G. Dittmeier, in replacement of Mr. Ioannis K. Lyras who resigned, as Members of the Audit Committee for the remainder of its tenure.

YES = (95.86%) 831,978,516 NO = (3.51%) 30,462,459 VOID/ABSTENTION = (0.63%) 5,492,236

Item 7: 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: 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).

Achieved Quorum: 63.14% 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 granting of authority to the Members of the Board of Directors and other Executives of the Bank, 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 = (99.53%) 863,868,225 NO = (0.03%) 300,000 VOID/ABSTENTION = (0.43%) 3,764,986