

**ORDINARY GENERAL MEETING OF SHAREHOLDERS****Friday, June 29, 2018*****(article 27 para. 3 section (d) of codified law 2190/1920)***

Item 1: Approval of the Annual Financial Statements of the financial year 2017, together with the relevant reports of the Board of Directors and the Statutory 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)
First 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 financial year 2017. 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 Statutory Certified Auditors’ report, the Board of Directors’ Annual Management Report, the Board of Directors’ Explanatory Report, the Corporate Governance Statement and the statements by Members of the Board of Directors on the accuracy of the Financial Statements.

For the financial year 2017, the Bank presented gains after income tax amounting to Euro 43,894,500.76, which are proposed to be appropriated to “Retained Earnings” as per the table below:

PROFIT DISTRIBUTION TABLE OF 2017

(amounts in Euro)

Profit/(loss) before income tax	105,824,551.96
Less : Income Tax	<u>(61,930,051.20)</u>
Profit/(loss) after income tax	<u><u>43,894,500.76</u></u>
It is proposed to appropriate the above gains as follows:	
Statutory reserve	-
Retained Earnings	<u>43,894,500.76</u>
Total	<u><u>43,894,500.76</u></u>

Pursuant to the Bank's Articles of Incorporation and article 44 of codified law 2190/1920, the requirement to form a statutory reserve ceases to be mandatory when its balance reaches at least one third of the share capital. Due to the fact that in 2017 the Bank's statutory reserve has exceeded the above limit, the Board of Directors proposes to the Ordinary General Meeting the non-appropriation of an amount to the statutory reserve.

Furthermore, since distributable profits do not exist for the financial year 2017, the Board of Directors, as per 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 2017.

Item 2: Discharge of the Members of the Board of Directors and the Statutory 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)
First 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 Statutory 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 for the audit of the Financial Statements respectively.

Item 3: Election of Statutory Certified Auditors, regular and alternate, for the financial year 2018 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)
First 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 of law 4449/2017, the Board of Directors proposes to the Ordinary General Meeting the election of the “DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A.” audit firm for the mandatory audit of the financial year 2018.

The remuneration of the “DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A.” audit firm, for auditing the (stand alone and consolidated) Financial Statements of the Bank for the year 2018, is proposed to amount to Euro 1,366,990 plus V.A.T.

The total remuneration of the statutory auditor of the Bank for the financial year 2017 is analysed in note 42 of the Annual Financial Statements of the Bank, as per the provisions of article 29 of law 4308/2014.

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)
First 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 remuneration to the Members of the Board of Directors, in their capacity as Members, amounting to a total of Euro 1,012,750.03 for the financial year 2017, as per the following table:

NAME AND SURNAME	POSITION as of 31.12.2017	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Vasileios T. Rapanos	Chair of the Board of Directors	Non-Executive Member	259,000.00	125,956.24
Evangelos J. Kaloussis	Vice Chair of the Board of Directors, Chair of the Audit Committee and Member of the Risk Management Committee (until 28.9.2017)	Non-Executive Independent Member	85,312.53	45,195.83
Efthimios O. Vidalis	Member of the Board of Directors, Member of the Remuneration Committee, Member of the Corporate Governance and Nominations Committee and Member of the Audit Committee	Non-Executive Member	86,250.00	46,932.75

NAME AND SURNAME	POSITION as of 31.12.2017	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Ibrahim S. Dabdoub	Member of the Board of Directors, Member of the Remuneration Committee and Member of the Corporate Governance and Nominations Committee	Non-Executive Independent Member	85,770.83	44,988.50
Carolyn G. Dittmeier	Member of the Board of Directors, Chair of the Audit Committee and Member of the Risk Management Committee	Non-Executive Independent Member	82,479.17	43,817.25
Richard R. Gildea	Member of the Board of Directors, Member of the Risk Management Committee and Member of the Remuneration Committee	Non-Executive Independent Member	93,166.67	48,390.58
Shahzad A. Shahbaz	Member of the Board of Directors, Chair of the Corporate Governance and Nominations Committee	Non-Executive Independent Member	97,020.83	50,163.50
Jan A. Vanhevel	Member of the Board of Directors, Chair of the Risk Management Committee and Member of the Audit Committee	Non-Executive Independent Member	127,333.33	64,107.25
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 (until 23.2.2017)	Non-Executive Member, Representative of the Hellenic Financial Stability Fund	7,020.83	4,002.49

NAME AND SURNAME	POSITION as of 31.12.2017	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Spyridon-Stavros A. Mavrogalos-Fotis	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 (as of 23.2.2017)	Non-Executive Member, Representative of the Hellenic Financial Stability Fund	74,645.83	42,082.08
Marica S. Ioannou – Frangakis	Member of the Board of Directors (until 20.3.2017)	Non-Executive Member, Representative of the Greek State	14,750.01	9,494.43
TOTAL			1,012,750.03	525,130.90

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 appointment of 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)
First 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 informs the General Meeting that the Members of the Board of Directors Messrs Evangelos J. Kaloussis and Spyridon-Stavros A. Mavrogalos-Fotis resigned on 28.9.2017 and on 26.4.2018 respectively. The Board of Directors, at its meeting held on 26.4.2018, elected in accordance with law 3864/2010 and upon instruction of the Hellenic Financial Stability Fund, Mr. Johannes Herman Frederik G. Umbgrove, whom it also appointed as Member of the Audit Committee, in replacement of Mr. Spyridon-Stavros A. Mavrogalos-Fotis who resigned, for the remainder of his tenure.

Item 6: Election of a new Board of Directors due to the expiry of its tenure and appointment of Independent Members as well as of Members of the Audit Committee of the Board of Directors.

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

As a result of the expiry of the present Board's tenure, the election of a new Board of Directors of the Bank, with a four-year tenure, is proposed, comprising the following persons:

- Item 6.1 George C. Aronis
- Item 6.2 Efthimios O. Vidalis
- Item 6.3 Artemios Ch. Theodoridis
- Item 6.4 Demetrios P. Mantzounis
- Item 6.5 Vasileios T. Rapanos
- Item 6.6 Spyridon N. Filaretos
- Item 6.7 Jean L. Cheval
- Item 6.8 Ibrahim S. Dabdoub
- Item 6.9 Carolyn G. Dittmeier
- Item 6.10 Richard R. Gildea
- Item 6.11 Shahzad A. Shahbaz
- Item 6.12 Johannes Herman Frederik G. Umbgrove, in accordance with law 3864/2010 (as representative and upon instruction of the HFSF)
- Item 6.13 Jan A. Vanhevel

It is also proposed to appoint, in the sense defined below, up to six (6) Non-Executive Independent Members, i.e.:

Jean L. Cheval
Ibrahim S. Dabdoub
Carolyn G. Dittmeier
Richard R. Gildea
Shahzad A. Shahbaz
Jan A. Vanhevel

On the understanding that, in case of resignation of anyone of the above persons or of loss for any reason whatsoever of their capacity, if the number of the remaining Non-Executive Independent Members is equal to or exceeds the minimum relevant number provided for in the Law, the Board of Directors may elect a new Member, in replacement of the one that resigned or lost the respective capacity, who, depending on the pertinent resolution of the Board of Directors, shall bear the capacity of Executive, Non-Executive or Non-Executive Independent Member.

In application of article 37 of law 3693/2008, it is proposed that the following Members are appointed to the Audit Committee of the Board of Directors:

Efthimios O. Vidalis
Carolyn G. Dittmeier
Johannes Herman Frederik G. Umbgrove
Jan A. Vanhevel

The curricula vitae of the Members of the new Board of Directors are quoted below:

George C. Aronis

He was born in Athens in 1957. He studied Economics and holds an MBA, major in Finance, from the Athens Laboratory of Business Administration (ALBA). He has worked for multinational banks for 15 years, mostly at ABN AMRO BANK in Greece and abroad. He joined Alpha Bank in 2004 as Retail Banking Manager. In 2006 he was appointed Executive General Manager, in 2008 General Manager and in March 2017 Deputy CEO, Retail, Wholesale Banking and International Network. He has been a member of the Board of Directors of the Bank since 2011.

Efthimios O. Vidalis

He was born in 1954. He holds a BA in Government from Harvard University and an MBA from the Harvard Graduate School of Business Administration. He worked at Owens Corning (1981-1998), where he served as President of the Global Composites and Insulation Business Units. Furthermore, he was Chief Operating Officer (1998-2001) and Chief Executive Officer (2001-2011) of the S&B Industrial Minerals Group, where he served on the Board of Directors for 15 years. He is an executive member of the Board of Directors of the TITAN Group. He was a member of the Board of Directors of the Hellenic Federation of Enterprises (SEV) from 2006 to 2016 as well as founder and Chairman of the SEV Business Council for Sustainable Development from 2008 to 2016. He has been a member of the Board of Directors of the Bank since May 2014.

Artemios Ch. Theodoridis

He was born in Athens in 1959. He studied Economics and holds an MBA from the University of Chicago. He joined the Bank as Executive General Manager in 2002. In 2005 he was appointed General Manager and in March 2017 Deputy CEO, Non-Performing Loans and Treasury Management. He has been a member of the Board of Directors of the Bank since 2005.

Demetrios P. Mantzounis

He was born in Athens in 1947. He studied Political Sciences at the University of Aix-Marseille. He joined the Bank in 1973 and he has been a member of the Board of Directors of the Bank since 1995. In 2002 he was appointed General Manager and he has been the Managing Director since 2005.

Vasileios T. Rapanos

He was born in Kos in 1947. He is Professor Emeritus at the Faculty of Economics of the University of Athens and he has been an Ordinary Member of the Academy of Athens since 2016. He studied Business Administration at the Athens School of Economics and Business (1975) and holds a Master's in Economics from Lakehead University, Canada (1977) and a PhD from Queen's University, Canada. He was Deputy Governor and Governor of the Mortgage Bank (1995-1998), Chairman of the Board of Directors of the Hellenic Telecommunications Organization (1998-2000), Chairman of the Council of Economic Advisors at the Ministry of Economy and Finance (2000-2004), and Chairman of the Board of Directors of the National Bank of Greece and the Hellenic Bank Association (2009-2012). He has been the Chairman of the Board of Directors of the Bank since May 2014.

Spyridon N. Filaretos

He was born in Athens in 1958. He studied Economics at the University of Manchester and at the University of Sussex. He joined the Bank in 1985. He was appointed Executive General Manager in 1997 and General Manager in 2005. In October 2009 he was appointed Chief Operating Officer (COO) and in March 2017 Deputy CEO - Chief Operating Officer. He has been a member of the Board of Directors of the Bank since 2005.

Jean L. Cheval

He was born in Vannes, France in 1949. He studied Engineering at the École Centrale des Arts et Manufactures, while he holds a DES (Diplôme d'Études Spécialisées) in Economics (1974) from the University of Paris I. After starting his career at BIPE (Bureau d'Information et de Prévisions Économiques), he served in the French public sector (1978-1983) and then worked at BANQUE INDOSUEZ-CRÉDIT AGRICOLE INDOSUEZ (1983-2001), wherein he held various senior management positions. He served as CEO and then as Chairman of the Banque Audi France (2002-2005), while he was Head of France at the Bank of Scotland (2005-2009). As of 2009 he has been working at Natixis in various senior management positions. He is currently a member of the Board of Directors of HIME-SAUR, France and of EFG-Hermès, Egypt.

Ibrahim S. Dabdoub

He was born in 1939. He studied at the Collège des Frères in Bethlehem, at the Middle East Technical University in Ankara, Turkey and at Stanford University, California, U.S.A. He was the Group Chief Executive Officer of the National Bank of Kuwait from 1983 until March 2014. He is Vice Chairman of the International Bank of Qatar (IBQ), Doha and a member of the Board of Directors of the International Institute of Finance (IIF) as well as Co-Chair of the Emerging Markets Advisory Council (EMAC), Washington D.C. He is also a member of the Bretton Woods Committee, Washington D.C. and of the International Monetary Conference (IMC). Furthermore, he is a member of the Board of Directors of the Central Bank of Jordan, Amman, of the Board of Directors of the Consolidated Contractors Company, Athens, and of the Board of Advisors of Perella Weinberg, New York. In 1995, he was awarded the title of "Banker of the Year" by the Arab Bankers Association of North America (ABANA) and in 1997 the Union of Arab Banks named him "Arab Banker of the Year". In 2008 and 2010 he was given a "Lifetime Achievement Award" by "The Banker" and "MEED" respectively. He has been a member of the Board of Directors of the Bank since May 2014.

Carolyn G. Dittmeier

She was born in 1956. She holds a BSc in Economics from the Wharton School of the University of Pennsylvania (1978). She is a statutory auditor, a certified public accountant, a certified internal auditor and a certified risk management assurance professional. She focused her career on the auditing sector, taking on the role of Chief Internal Audit Executive of the Poste Italiane Group between 2002 and 2014. Previously, she had gained professional experience with the auditing firm KPMG and the Montedison Group as both financial controller and later Head of Internal Audit. She has carried out various professional and academic activities focusing on risk and control governance. She was Vice Chair of the Institute of Internal Auditors (IIA) from 2013 to 2014 (director since 2007); Chair of the European Confederation of Institutes of Internal Auditing-ECIIA (2011-2012) and of the Italian Association of Internal Auditors (2004-2010). Furthermore, she served as Independent Director and Chair of the Risk and Control Committee of Autogrill SpA, as well as Independent Director and Chair of the Risk and Control Committee of Italmobiliare SpA. She is currently President of the Statutory Audit Committee of Assicurazioni Generali SpA. She has been a Member of the Board of Directors of the Bank since January 2017.

Richard R. Gildea

He was born in 1952. He holds a BA in History from the University of Massachusetts (1974) and an MA in International Economics, European Affairs from The Johns Hopkins University School of Advanced International Studies (1984). He served in JP Morgan Chase from 1986 until 2015 wherein he held various senior management positions throughout his career. He was Emerging Markets Regional Manager for the Central and Eastern Europe Corporate Finance Group, London (1993-1997) and Head of Europe, Middle East and Africa (EMEA) Restructuring, London (1997-2003), as well as Senior Credit Officer in EMEA Emerging Markets, London (2003-2007). From 2007 until 2015 he was Senior Credit Officer for JP Morgan's Investment Bank Corporate Credit in EMEA Developed Markets, London and was appointed Senior Risk Representative to senior committees within the Investment Bank. He is currently a member of the Board of Advisors at The Johns Hopkins University School of Advanced International Studies, Washington D.C., as well as a member of the Chatham House (the Royal Institute of International Affairs), London and of the International Institute of Strategic Studies, London. He has been a member of the Board of Directors of the Bank since July 2016.

Shahzad A. Shahbaz

He was born in 1960. He holds a BA in Economics from Oberlin College, Ohio, U.S.A. He has worked at various banks and investments firms, since 1981, including the Bank of America (1981-2006), from which he left as Regional Head (Corporate and Investment Banking, Continental Europe, Emerging Europe, Middle East and Africa). He served as Chief Executive Officer (CEO) of NDB Investment Bank/Emirates NBD Investment Bank (2006-2008) and of QInvest (2008-2012). He is currently the Investment Advisor at Al Mirqab Holding Co. He has been a member of the Board of Directors of the Bank since May 2014.

Johannes Herman Frederik G. Umbgrove

He was born in Vught, the Netherlands in 1961. He holds an LL.M. in Trade Law (1985) from Leiden University and an MBA from INSEAD (The Business School for the World), Fontainebleau (1991). He worked at ABN AMRO Bank N.V. (1986-2008), wherein he held various senior management positions throughout his career. He served as Chief Credit Officer CEEMEA of the Global Markets Division at The Royal Bank of Scotland group (2008-2010) and as Chief Risk Officer and member of the Management Board at Amsterdam Trade Bank N.V. (2010-2013). From 2011 until 2013 he was Group Risk Officer at Alfa Bank Group Holding. As of 2014 he has been a Risk Advisor at Sparrenwoude B.V. and as of 2018 he has been the Chairman of the Supervisory Board of Demir Halk Bank (Nederland) N.V. He has been a member of the Board of Directors of the Bank, representing the Hellenic Financial Stability Fund, since April 2018.

Jan A. Vanhevel

He was born in 1948. He studied Law at the University of Leuven (1971), Financial Management at Vlekho (Flemish School of Higher Education in Economics), Brussels (1978) and Advanced Management at INSEAD (The Business School for the World), Fontainebleau. He joined Kredietbank in 1971, which became KBC Bank and Insurance Holding Company in 1998. He acquired a Senior Management position in 1991 and joined the Executive Committee in 1996. In 2003 he was in charge of the non-Central European branches and subsidiaries while in 2005 he became responsible for the KBC subsidiaries in Central Europe and Russia. In 2009 he was appointed CEO and implemented the Restructuring Plan of the group until 2012 when he retired. From 2008 until 2011 he was President of the Fédération belge du secteur financier (Belgian Financial Sector Federation) and a member of the Verbond van Belgische Ondernemingen (Federation of Enterprises in Belgium), while he has been the Secretary General of the Institut International d'Études Bancaires (International Institute of Banking Studies) since May 2013. He was also a member of the Liikanen Group on

reforming the structure of the EU banking sector. He has been a member of the Board of Directors of the Bank since April 2016.

Item 7: Approval, as per article 23a of codified law 2190/1920, of the Senior Executives Severance Payment Policy of the Bank. Granting of Authorisations.

	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) and provided that Shareholders representing 1/3 of the share capital, present and/or represented in the General Meeting, did not vote against the approval of the item in question
First 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:

- (I) Refers to the policy in question pertaining to the severance payment of Senior Executives of the Bank upon their departure (the “*Policy*”), in which the introduction of similar plans by Greek competitor credit institutions as well as the need to attract and retain Senior Executives through the establishment of the relevant incentives are taken into account.

(II) Proposes:

- (A) The approval of the Policy, as per article 23a of codified law 2190/1920, subject to the applicable legislation and collective agreements, pursuant to the following key terms.

In particular:

The Beneficiaries of the Policy shall be the following:

- (i) The Managing Director(s),
- (ii) The Deputy CEO(s),
- (iii) The General Managers,
- (iv) The Executive General Managers,
- (v) The Internal Auditor,
- (vi) The Manager of the Compliance Division,
- (vii) The Managing Director of each key Group Company (as defined by the Remuneration Committee of the Bank), if he/she has been seconded from the Bank to the above Companies,

all of them associated with the Bank via a dependent employment contract of indefinite duration.

Hereinafter jointly the “Beneficiaries”.

The Policy does not apply to Beneficiaries who depart voluntarily, i.e. without an expressed approval/consent by the Bank, or whose employment contract is terminated for a due cause linked to them.

The key terms of the Policy are the following:

The Bank shall pay to the Beneficiary an amount in cash, equal to the amounts mentioned below, as severance payment, under the following distinctions, i.e.:

- (i) For a service of a total duration between six (6) and up to fifteen (15) years at the Bank and/or a Group Company, an amount of eighteen (18) gross monthly salaries, and
- (ii) For a service of a total duration of sixteen (16) years or more at the Bank and/or a Group Company, an amount of twenty-four (24) gross monthly salaries,

provided that: (x) the Beneficiary (as mentioned above) departs following an approval/consent by the Bank, without a due cause linked to him/her, (xi) the Beneficiary departs “on good terms” (i.e. the Beneficiary shall renounce irrevocably any present or future claim against the Bank or (accordingly) against the relevant Company, which may derive from the contractual relationship, before his/her departure), (xii) shall assist the Bank and/or the relevant Company in his/her smooth succession etc., and (xiii) shall comply with the provisions of the law and the clauses of his/her labour contract with regard to his/her post-contractual relations with the Bank (e.g. confidentiality), subject to any disclosure of a due cause accounting for a labour contract termination at the expense of the Beneficiary. In this case, any future claim of the Beneficiary shall be cancelled and at the same time he/she shall be obliged to pay back immediately any amount received under the terms described herein.

It is mentioned that in case of activation of the Bank’s Recovery Plan, all claims of the Beneficiary for the payment of amounts in the future shall be cancelled as well.

The severance payment: (a) shall be paid to the Beneficiary in cash, at least 40% thereof, in annual instalments of an equal amount within a period of three (3) years following his/her departure, (b) shall be offset against any other compensation received by the Beneficiary upon his/her departure, in accordance with the law, his/her labour contract and/or any other collective labour agreement, (c) shall be taxed in accordance with the applicable scale for severance payments, (d) shall be considered as a remuneration amount allocated to each of the years of his/her service which have been acknowledged on the basis of the present resolution and (e) shall not constitute a common business practice.

- (B) The granting of authorisation for the drafting of Regulations (the “*Regulations*”) which shall determine, inter alia, the time period starting from the departure of the Beneficiary during which the latter shall repay his/her debts to the Bank, the amount of the severance payment which shall be offset against the above-mentioned debts, the time period during which the terms, under which the debts were agreed upon and were performing until the departure of the Beneficiary, shall remain in force, the time period during which the hospital care plan shall remain in force (with regard to the Beneficiary) as well as other issues related to the

Policy. Similarly, an authorisation is granted for the notification of the resolution of the General Meeting on this item to the Beneficiaries, aiming at the compliance of both parties with the terms of the Policy. Lastly, reference is made that the provisions of the Regulations shall supplement the present resolution and, in case of conflict, shall take precedence over those mentioned herein.

Item 8: Approval, as per article 23a of codified law 2190/1920, of the Defined Contribution Savings Plan of the Bank (using contributions by both the Bank and its Executives). Granting of relevant Authorisations.

	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) and provided that Shareholders representing 1/3 of the share capital, present and/or represented in the General Meeting, did not vote against the approval of the item in question
First 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:

- (I) Refers to the savings plan of the Bank in question, known internationally as “Defined Contribution Savings Plan” (hereinafter the “*Plan*”).

In particular:

- (a) The Plan constitutes a legitimate means for retaining Executives and for aligning their goals with the business objectives of the Bank;
- (b) In correspondence with the Plan, Greek competitor credit institutions have already introduced plans in order to achieve the same (as per the above) objectives;
- (c) The Plan will be introduced in order to supplement the current Benefits Policy of the Bank, which governs the contractual relationship of the latter with the relevant Executives, and shall be implemented in collaboration with AXA Insurance S.A.

- (II) Proposes:

- (A) The approval of the Plan, as per article 23a of codified law 2190/1920, subject to the applicable legislation, pursuant to the following key terms.

More specifically:

The Beneficiaries of the Plan shall be the following:

- (i) The Managing Director(s),
- (ii) The Deputy CEO(s),
- (iii) The General Managers,
- (iv) The Executive General Managers,
- (v) The Division Managers,

- (vi) The Managing Director of each key Group Company (as defined by the Remuneration Committee of the Bank), if he/she has been seconded from the Bank to the above Companies,
- (vii) Other Key Executives (at the discretion of the Board of Directors),

all of them associated with the Bank via a dependent employment contract of indefinite duration.

Hereinafter, jointly, the “*Beneficiaries*”.

Employee/Employer Contributions

Employee Contribution: A minimum of 0% and a maximum of 15% on the gross monthly salary (hereinafter the “*Reference Amount*”), as specifically foreseen in the Regulations of the Plan (hereinafter the “*Regulations*”) and as the Employee may define at his/her absolute discretion during each year of implementation of the Plan.

Employer Contribution: 10%, increased annually by one whole percentage point until it reaches the maximum percentage of 15% on the Reference Amount.

Usage of Received Funds

The Plan’s funds shall be invested in assets as per a resolution of the Investment Committee of the Bank.

Payable Benefits

The funds that each Beneficiary and (correspondingly) the Bank paid, plus the proportionate positive or negative return (severally the “*Collectable Amount*”), shall be paid, under the following distinctions, to the Beneficiary or (accordingly) to the Bank as well, within a time period starting from the date that the Executive shall lose the capacity of Beneficiary (e.g. due to termination of his/her contractual relationship with the Bank or due to the loss of the respective capacity, etc.).

At the expiration of the Plan, with regard to the relevant Beneficiary, and following the expiration of the time period provided for in the Regulations:

For a total of 0-4 contribution years, the Bank takes 100% of the contribution it has paid and correspondingly the Beneficiary takes 100% of the contribution he/she has paid, if any, plus the proportionate to the Collectable Amount positive or negative return therefrom.

For a total of 5-9 contribution years, the Bank takes 50% of the contribution it has paid and correspondingly the Beneficiary takes the (residual) 50% of the contribution the Bank has paid, along with 100% of the contribution he/she has paid, if any, plus the proportionate to the Collectable Amount positive or negative return therefrom.

For a total of 10 and above contribution years, the Bank does not take any percentage from the contribution it has paid and correspondingly the Beneficiary collects the (residual) 100% from the Bank’s contribution, along with 100% of the contribution he/she has paid, plus the proportionate to the Collectable Amount positive or negative return therefrom.

Lastly, reference is made that the provisions of the Regulations supplement the present resolution and, in case of conflict, they shall take precedence over those mentioned herein.

- (B) The granting of authorisation for the drafting/supplementation or accordingly the extension of the Regulations to the persons mentioned in subparas (II)(A)(i)-(iv) herein, for the arrangement of pertinent issues as well as for the notification of the present resolution to the Beneficiaries, aiming at the compliance of both parties with the terms of the Plan.

Item 9: Amendment of articles 8.1, 9.2 and 14.2 of the Articles of Incorporation.

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

With a view to the provision of flexibility and the further alignment with corporate governance practices, the Board of Directors proposes to the General Meeting the amendment of articles 8.1, 9.2 and 14.2 of the Articles of Incorporation, as follows:

CURRENT WORDING

- 8.1 The Chairman and Vice Chairman of the Board of Directors are elected by absolute majority among the present or duly represented Members of the Board following a secret ballot. The Board appoints its executive and non executive Members, apart from independent Members, according to the provisions of Law 3016/2002. The first meeting of the Board of Directors, following the election of its Members by the General Meeting of Shareholders, is convoked upon the invitation by its senior in age Member.

NEW WORDING

- 8.1 The Chairman of the Board of Directors is elected by absolute majority among the present and/or duly represented Members of the Board following a secret ballot. The Board appoints its Executive and Non-Executive Members, apart from Independent Members, according to the provisions of Law 3016/2002. The Board of Directors may elect a Vice Chairman. The first meeting of the Board of Directors, following the election of its Members by the General Meeting of Shareholders, is convoked upon the invitation by its senior in age Member.

CURRENT WORDING

- 9.2 The Chairman, if absent or prevented from attending, shall be substituted by the Vice Chairman and in case of the latter's absence or prevention of attending, by the ranking senior, in terms of tenure, Non-Executive Member. The substitution in question pertains solely to the exercise of the authorities of the Chairman of the Board of Directors as such.

NEW WORDING

- 9.2 The Chairman, if absent or prevented from attending, shall be substituted by the ranking senior, in terms of tenure, Non-Executive Member; should more than one such Members exist, the Chairman shall be substituted by the senior in age Member among them and in case of the latter's absence or prevention of attending, by the next ranking senior in terms of tenure or (as the case may be) senior in age Member. The substitution in question pertains solely to the exercise of the authorities of the Chairman of the Board of Directors as such.

CURRENT WORDING

- 14.2 The Chairman, the Vice Chairman, the Managing Director and the Secretary issue and sign the transcripts and the excerpts of the minutes of the Board of Directors, without any further attestation.

NEW WORDING

- 14.2 The Chairman of the Board of Directors, the persons mentioned in article 9.2, the Managing Director and the Secretary issue and sign the transcripts and the excerpts of the minutes of the Board of Directors, without any further attestation.

Item 10: 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)
First 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 having purposes similar to those of the Bank, provided that these companies do not have their registered offices and/or are not materially active in countries where the Bank has a material presence.