



**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Friday, June 28, 2019**

**Item 1:**     **Approval of the Annual and Consolidated Financial Statements of the financial year 2018 (1.1.2018 - 31.12.2018), 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)
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 law 4548/2018, the Board of Directors submits for approval to the Ordinary General Meeting the Annual and Consolidated Financial Statements of the Bank and the Group for the financial year 2018 (1.1.2018 - 31.12.2018). 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](http://www.alpha.gr)) a copy of the Annual Financial Report. The said Report incorporates the Financial Statements of the Bank and the Group, 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.

The Board of Directors proposes to the Ordinary General Meeting the approval of the Annual and Consolidated Financial Statements for the financial year 2018 (1.1.2018 - 31.12.2018), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.

For the financial year 2018, the Bank presented gains after income tax amounting to Euro 63,403,952.66, which are proposed to be appropriated to “Retained Earnings” as per the table below:

PROFIT DISTRIBUTION TABLE OF 2018		(amounts in Euro)
Profit/(loss) before income tax		(387,420,754.48)
Less : Income Tax		450,824,707.14
Profit/(loss) after income tax		<u>63,403,952.66</u>
It is proposed to appropriate the above gains as follows:		
Statutory reserve		-
Retained Earnings		63,403,952.66
Total		<u>63,403,952.66</u>

Pursuant to the Bank’s Articles of Incorporation and article 158 of law 4548/2018, the requirement to form a statutory reserve ceases to be mandatory when its balance reaches at least one third of the capital. Due to the fact that in 2018 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 2018, the Board of Directors, as per article 159 of law 4548/2018, proposes to the Ordinary General Meeting the non-distribution of dividend to the Shareholders of the Bank for the financial year 2018.

**Item 2:** Approval, as per article 108 of law 4548/2018, of the overall management for the financial year 2018 (1.1.2018 - 31.12.2018) and discharge of the Statutory Certified Auditors for the financial year 2018, in accordance with article 117 of law 4548/2018.

	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 the overall management by the Members of the Board of Directors for the financial year 2018 (1.1.2018 - 31.12.2018), as per article 108 of law 4548/2018, as well as the discharge, in accordance with article 117 of law 4548/2018, of the Statutory Certified Auditors from any liability for their actions (as these were set out in the Annual Financial Report of the Bank and in the relevant explanatory comments) and for the audit of the Financial Statements respectively.

**Item 3: Approval of the Members of the Board of Directors' remuneration for the financial year 2018 (1.1.2018 - 31.12.2018).**

	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 remuneration to the Members of the Board of Directors, in their capacity as Members, for the financial year 2018, amounting to a total of Euro 1,022,250.07, as per the following table:

NAME AND SURNAME	POSITION as of 31.12.2018	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Vasileios T. Rapanos	Chair of the Board of Directors	Non-Executive Member	259,000.00	124,373.36
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	109,000.00	56,773.36

NAME AND SURNAME	POSITION as of 31.12.2018	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Jean L. Cheval	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 (as of 29.6.2018)	Non-Executive Independent Member	54,500.00	32,436.85
Ibrahim S. Dabdoub	Member of the Board of Directors (until 30.8.2018), Chair of the Remuneration Committee (until 25.1.2018), Member of the Remuneration Committee (from 25.1.2018 until 30.8.2018) and Member of the Corporate Governance and Nominations Committee (until 30.8.2018)	Non-Executive Independent Member	56,781.25	29,202.10
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	134,000.00	70,603.15

NAME AND SURNAME	POSITION as of 31.12.2018	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Richard R. Gildea	Member of the Board of Directors, Member of the Risk Management Committee and Member of the Remuneration Committee (until 25.1.2018), Chair of the Remuneration Committee (as of 25.1.2018)	Non-Executive Independent Member	105,093.78	53,877.03
Shahzad A. Shahbaz	Member of the Board of Directors, Chair of the Corporate Governance and Nominations Committee	Non-Executive Independent Member	80,875.00	42,736.40
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	134,000.00	67,173.90
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 (until 26.4.2018)	Non-Executive Member, Representative of the Hellenic Financial Stability Fund	29,666.68	15,924.44

NAME AND SURNAME	POSITION as of 31.12.2018	CAPACITY	AMOUNTS in Euro	
			(gross)	(net)
Johannes Herman Frederik G. Umbgrove	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 26.4.2018)	Non-Executive Member, Representative of the Hellenic Financial Stability Fund	59,333.36	34,024.48
<b>TOTAL</b>			<b>1,022,250.07</b>	<b>527,125.07</b>

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 4:**     **Approval, in accordance with article 109 of law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2019 (1.1.2019 - 31.12.2019).**

	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, in accordance with article 110 para. 3 indent 1 of law 4548/2018, the approval of the advance payment of remuneration to the Members of the Board of Directors, in their capacity as Members, for the financial year 2019 (1.1.2019 - 31.12.2019), amounting to a total of Euro 1,106,000 (gross).



**Item 5: Election of Statutory Certified Auditors for the financial year 2019 (1.1.2019 - 31.12.2019) 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 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 2019.

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 2019, is proposed to amount to Euro 1,421,495 plus V.A.T.

The total remuneration of the statutory auditor of the Bank for the financial year 2018 is analysed in note 44 of the Annual Financial Statements of the Bank, as stipulated in article 29 of law 4308/2014.

**Item 6:     Announcement on the election of a new Member 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)
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 General Meeting that at its meeting held on 30.8.2018 Mr I.S. Dabdoub submitted his resignation from the position of Member of the Board of Directors and of its Committees.

The Board of Directors informs the General Meeting that at its meeting held on 29.11.2018 Mr V.E. Psaltis was elected as Member of the Board of Directors of the Bank.

The Board of Directors informs the General Meeting that at its meeting held on 29.11.2018 Mr D.P. Mantzounis submitted his resignation from the position of Managing Director - CEO with effective date 2.1.2019.

Following the above, through a unanimous resolution of the Board of Directors, Mr V.E. Psaltis was appointed new CEO on 2.1.2019.

Thus, the following are appointed as Non-Executive Independent Members:

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

**Item 7:**     **Granting of authority, in accordance with article 98 of law 4548/2018, to Members of the Board of Directors and the General Management as well as to Managers to participate in the boards of directors or in 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 98, para. 1 of law 4548/2018, the granting of authority to the Members of the Board of Directors and to 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.