



**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**November 20, 2019**

**Item 1:**     **Adjustment of the Bank’s Articles of Incorporation to the provisions of law 4548/2018, pursuant to article 183 par. 1 of the said law.**

	Minimum Required Quorum	Minimum Required Majority
Extraordinary General Meeting	1/5 of the total common, paperless shares, with voting rights, issued by the Bank including those issued in favor of the Hellenic Financial Stability Fund (the “HFSF”) (article 7a par. 3 of law 3864/2010, as in force)	1/2 of the total voting rights (present or represented) including the ones corresponding to the HFSF plus (+) one vote (present or represented)
Iterative Extraordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above)	

The Board of Directors submits for approval to the Extraordinary General Meeting amendments to the Articles of Incorporation of the Bank for the purpose of their adjustment to the provisions of law 4548/2018 “Reform of the law on Companies Limited by Shares”, pursuant to the provisions of article 183 par. 1 of the said law.

Law 4548/2018, which reformed the framework on Greek Companies Limited by Shares, transposed into Greek law the relevant provisions of the Shareholders Rights Directive (2017/828/EU amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement).

The proposed amendments are grouped in the following Chapters and are available on the Bank’s website through the following link:

<https://www.alpha.gr/en/group/investor-relations/diathesima-eggrafa-kai-plirofories-gia-genikes-sinelefseis>

- Chapter A – articles 1-4: in relation to Foundation, Corporate Name, Registered Office, Duration and Scope of Business
- Chapter B – articles 5-8: in relation to Share Capital – Shares and Shareholders
- Chapter C – articles 9-17: in relation to Bank Management
- Chapter D – articles 18-22: in relation to General Meeting
- Chapter E – articles 23-24: in relation to Annual Financial Statements and Distribution of Profits
- Chapter F – article 25: in relation to Final Provisions

The current Articles of Incorporation of the Bank, a draft of the amended Articles of Incorporation of the Bank as well as an explanatory table of the suggested amendments are also available on the Bank's website through the following link:

<https://www.alpha.gr/en/group/investor-relations/diathesima-eggrafa-kai-plirofories-gia-genikes-sinelefseis>

Proposed resolution:

The Extraordinary General Meeting approves the amendments to the Articles of Incorporation of the Bank for the purpose of their adjustment to the provisions of law 4548/2018 "Reform of the law on Companies Limited by Shares", pursuant to the provisions of article 183 par. 1 of the said law.

**Item 2: Approval of the Remuneration Policy as per the provisions of law 4548/2018.**

	Minimum Required Quorum	Minimum Required Majority
Extraordinary General Meeting	1/5 of the total common, paperless shares, with voting rights, issued by the Bank excluding those issued in favor of the Hellenic Financial Stability Fund (the "HFSF") (article 7a par. 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 Extraordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above)	

In accordance with articles 110 and 111 of law 4548/2018, the Board of Directors proposes to the Extraordinary General Meeting the approval of the Remuneration Policy for the Members of the Board of Directors and the General Managers of the Bank (and their Deputies).

Law 4548/2018, which reformed the framework on Greek Companies Limited by Shares, transposed into Greek law the relevant provisions of the Shareholders Rights Directive (2017/828/EU amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement). The proposed Policy was prepared in accordance with and in compliance with the provisions of law 4548/2018 but also with the provisions of law 4261/2014 transposing into Greek law the Capital Requirements Directive (CRD IV), law 3864/2010, on the establishment and operation of the Hellenic Financial Stability Fund (for so long as the Bank falls within the ambit of its provisions) as well as the applicable European Banking Authority (EBA) Guidelines.

The objective of the Policy is to promote the sustainability and long-term prospects of the Bank's operations and to enhance transparency.

In relation to the term of the Remuneration Policy, the Policy is proposed to be subjected to the review of and approval by the Shareholders in 2021. This period is shorter than the maximum period allowed by law (up to four years). Nevertheless, the Board of Directors proposes such a shorter period, given that the introduction of a Remuneration Policy, pursuant to the provisions of articles 110 and 111 of law 4548/2018, is a new statutory requirement, and so the Shareholders will be given, pursuant to this proposal, the opportunity to review and re-approve the Policy, taking into account the experience that will have been gained from the implementation of the Policy in the first two years.

Finally, the Shareholders are reminded that the Bank is still subjected to the provisions of article 10 par. 3 of law 3864/2010 on the establishment and operation of the Hellenic Financial Stability Fund, pursuant to which the Members of the Board of Directors of the Bank and its General Managers and their Deputies are subjected to (a) a salary cap (the annual remuneration received by each such person cannot exceed the annual

remuneration of the Governor of the Bank of Greece) and (b) a bonus ban for so long as the Bank participates in the support Program of law 3864/2010.

The Remuneration Policy is available on the Bank's website through the following link:  
<https://www.alpha.gr/en/group/investor-relations/diathesima-eggrafa-kai-plirofories-gia-genikes-sinelefseis>

Proposed resolution:

The Extraordinary General Meeting approves the Remuneration Policy for the Members of the Board of Directors and the General Managers of the Bank (and their Deputies), in accordance with articles 110 and 111 of law 4548/2018.

**Item 3:      Amendment of the Senior Executives Severance Payment Policy.**

	Minimum Required Quorum	Minimum Required Majority
Extraordinary General Meeting	1/5 of the total common, paperless shares with voting rights issued by the Bank excluding those issued in favor of the Hellenic Financial Stability Fund (the “HFSF”) (article 7a par. 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 Extraordinary General Meeting	Any number of the represented common, paperless shares, with voting rights issued by the Bank (calculated as above)	

The Senior Executives Severance Payment Policy was approved by the Shareholders of the Bank at the Annual Shareholders’ Meeting of June 29, 2018.

Based on the experience gained from the application of the Policy so far, the Board of Directors proposes to the Extraordinary General Meeting the approval of certain amendments to the Senior Executives Severance Payment Policy for the purpose of reconfirming the discretionary nature of any payments made under the Severance Payment Policy (namely that any such payment is carried out at the discretion of the Bank) and harmonizing certain technical aspects of the Policy with Act 158/1/10.5.2019 of the Executive Committee of the Bank of Greece in relation to the incorporation into Greek law of the EBA Guidelines on sound remuneration policies.

Otherwise, most of the key terms of the Policy (such as amounts payable thereunder, conditions for payment (malus / clawback), etc.) remain the same.

The draft of the amended Senior Executives Severance Payment Policy is available on the Bank’s website through the following link:

<https://www.alpha.gr/en/group/investor-relations/diathesima-eggrafa-kai-plirofories-gia-genikes-sinelefseis>

**Proposed resolution:**

The Extraordinary General Meeting approves the amended Senior Executives Severance Payment Policy.