



ALPHA BANK

**Resolutions  
of the Ordinary General Meeting of Shareholders of Alpha Bank on 22.6.2010  
(paragraph 4.1.3.3. of the Athens Exchange Regulations)**

The Ordinary General Meeting of Shareholders of Alpha Bank, which was held on 22.6.2010 at 10:00, was attended in person or by proxy by 3,376 Shareholders, representing 163,798,300 common, nominal, paperless, voting shares, out of a total of 734,269,648 shares, of which 534,269,648 are common, nominal, paperless, voting shares, namely 30.66% of the voting share capital of the Bank. Therefore the quorum achieved, allowed the General Meeting to deliberate on all items of the Agenda.

**Item 1**

**Submission for approval of the annual financial statements as of 31.12.2009, along with the relevant reports of the Board of Directors and the Auditors, as well as the distribution of profits.**

The annual financial statements of the Bank, on a stand-alone and consolidated basis, for the year 2009, along with the corresponding Directors' and Independent Auditors' reports were submitted and approved. The creation of statutory reserves of Euro 21,432,857.75, in accordance with the law and the Articles of Incorporation of the Bank, was approved. The non-distribution of dividends for the financial year 2009, in accordance with the provisions of article 28 of Law 3756/2009 (as in effect), in conjunction with Circular No 20708/B.1175/23.4.2009 of the Minister of Economy and Finance, was approved. The payment to the Greek State of Euro 58,750,000.00, which corresponds to the accrued return of the preference shares which it holds, in accordance with the Articles of Incorporation of the Bank, was approved.

**Item 2**

**Discharge of the Board of Directors and the Auditors from any liability for the financial year 2009.**

The Members of the Board of Directors, and the Certified Auditors, who performed the audit of the financial statements for the financial year 2009, were discharged from any liability of indemnity as regards their actions and audit, respectively, of the aforementioned financial year.

**Item 3**

**Election of Auditors, regular and alternate, for the financial year 2010 and approval of their remuneration.**

In accordance with the Articles of Incorporation of the Bank and laws in effect, the following Certified Auditors from "KPMG Certified Auditors AE" (as regular certified auditors for the financial year 2010) were elected:

a. Regular: Nick E. Vouniseas  
Charalambos G. Syrounis

b. Substitutes: Nick Ch. Tsiboukas  
Ioannis A. Achilas

The General Meeting approved the remuneration of the auditing company "KPMG Certified Auditors AE", for auditing the financial statements for the year 2010, to amount up to Euro 441,000 plus V.A.T.

#### **Item 4**

#### **Election of a new Board of Directors due to the expiry of its tenure, appointment of independent members, as well as of members of the Audit Committee in accordance with article 37 of Law 3693/2008.**

The General Meeting elected the following, currently serving members, to the Board of Directors of the Bank, for a tenure of four years, as per the Articles of Incorporation and Law 3016/2002 on Corporate Governance:

George E. Agouridis  
Pavlos A. Apostolides  
Yannis S. Costopoulos  
Sophia G. Eleftheroudaki  
Spyros N. Filaretos  
Evangelos J. Kaloussis  
Paul G. Karakostas  
Ioannis K. Lyras  
Nicholaos I. Manassis  
Demetrios P. Mantzounis  
Ioanna E. Papadopoulou  
Minas G. Tanes  
Artemis Ch. Theodoridis  
Marinos S. Yannopoulos  
Thanos M. Veremis

as well as the Greek State, in accordance with Law 3723/2008.

In addition, among the above members of the Board of Directors, it appointed the following as Non Executive Independent members:

George E. Agouridis  
Pavlos A. Apostolides  
Evangelos J. Kaloussis  
Ioannis K. Lyras  
Minas G. Tanes  
Thanos M. Veremis

Finally, in accordance with article 37 of Law 3693/2008 the following were appointed to the Audit Committee:

Non Executive member:	Paul G. Karakostas
Non Executive Independent members:	George E. Agouridis Evangelos J. Kaloussis

### **Item 5**

#### **Approval of the Board of Directors' fees.**

In accordance with the provisions of Law 3723/2008, the annual compensation for each executive member of the Board of Directors for the year 2009 cannot exceed the total remuneration of the Governor of the Bank of Greece. The General Meeting approved, in total, an annual compensation of Euro 2,450,148, for the five Executive Board Members for the year 2009.

All bonuses for the above persons are revoked for the period during which the Bank is under the provisions of Law 3723/2008.

### **Item 6**

#### **Renewal and approval of a share buy-back programme in accordance with article 16 of Codified Law 2190/1920, on the suspensive condition that the existing (article 28 paragraph 2 of Law 3756/2009) and/or future restrictions on the implementation of a share buy-back programme be rescinded.**

The General Meeting approved, in accordance with article 16 of Codified Law 2190/1920, for a period of up to two (2) years from 22.6.2010, a Bank instituted share buy-back scheme of up to 5.00% of its outstanding paid-in share capital, at a minimum price of Euro 1.00 and a maximum of Euro 25.00 for the purposes stipulated by law (as in effect). The resolution will come into effect when and if the existing (article 28 paragraph 2 of Law 3756/2009) or any future restrictions on share buy-back are rescinded. It is noted that credit institutions falling within the provisions of the programme on the enhancement of the economy's liquidity, cannot buy back their own shares so long as they continue to be subject to the said provisions (article 28 paragraph 2 of Law 3756/2009).

### **Item 7**

#### **Supplement, for clarification purposes, of article 5, paragraph 4 of the Articles of Incorporation, on the authority granted to increase the share capital through issuance of a single category of shares only (article 13 paragraph 7 of Codified Law 2190/1920).**

The General Meeting approved the clarification, by way of supplement, of article 5 paragraph 4 of the Articles of Incorporation, already providing for the authority to increase the Bank's share capital by issuance of a single category of shares only, so that, where multiple category shares have been issued, such term to be inclusive of multiple tranches of preferred shares to be issued, and where each such category grants different rights, the Bank's share capital can be increased through issuance of a single category shares (in the aforementioned sense) only.

## **Item 8**

**Grant of authorisation, according to article 23, paragraph 1 of Codified Law 2190/1920, to the members of the Board of Directors, the General Management as well as to Managers, to participate in the Board of Directors or in the management of Group Companies having similar purposes.**

The members of the Board of Directors and other Managers of the Bank were authorised, as per article 23, paragraph 1 of Codified Law 2190/1920, to participate in the Boards of Directors or in the management of Group Companies having similar purposes to those of the Bank.