



**INVITATION  
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

In accordance with codified law 2190/1920 “On Sociétés Anonymes” and the Articles of Incorporation (as in force), the Shareholders of common, paperless shares with voting rights issued by “Alpha Bank A.E.” (the “*Bank*”) are invited to an Extraordinary General Meeting, on Saturday, November 14, 2015, at 10:00, at the Hilton Athens Hotel, 46, Vassilissis Sophias Avenue, Athens.

**AGENDA**

1. (A) Increase of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, through a decrease of the number of the shares due to reverse split;
- (B) Increase of the share capital of the Bank by a change of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, as the nominal value will have been formed under (A) of the present Item, through the capitalisation of part of the special reserve of the Bank under article 4 para. 4a of codified law 2190/1920, in order (inter alia) to create a whole replacement ratio of the common, nominal, paperless shares, with voting rights, issued by the Bank with the old nominal value to (/) those with the new nominal value; and
- (C) Decrease, in accordance with article 4 para. 4a of codified law 2190/1920, of the share capital of the Bank, through a decrease of the nominal value of each common, nominal, paperless share, with voting rights, issued by the Bank, as the nominal value will have been formed under (A) and (B) of the present Item. Credit of the difference amount to the special reserve of the same article;

Amendment of article 5 of the Articles of Incorporation of the Bank.

2. Capital raising by the Bank, pursuant to law 3864/2010 (as in force), as a result of its share capital increase, by:
  - (I) Payment in cash (including the equivalent to cash capitalisation of money claims), along with the abolition of the pre-emption rights for the Shareholders of the Bank, by the issuance of new, common, nominal, paperless shares, with voting rights. Provision of authorisation to the Board of Directors of the Bank for the allotment of the entirety of the unsubscribed (thereunder) new shares;
  - (II) Mandatory conversion of capital instruments and/or other obligations, pursuant to the terms and distinctions of article 6a para. 1 et seqq. of law 3864/2010 (as in force), along with the abolition (where necessary) of the pre-emption rights. Issuance and distribution to the holders of the capital instruments and other obligations (to be converted) of new, common, nominal, paperless shares, with voting rights;
  - (III) Contribution in kind by the Hellenic Financial Stability Fund of financial instruments owned by the same, without pre-emption rights for the Shareholders of the Bank. Issuance by the Bank and distribution to the Fund of new, common, nominal, paperless shares, with voting rights, issued by the Bank.

Provision of authorisation to the Board of Directors of the Bank, to specify the terms, in all parts, of the share capital increase and regulate the issues relevant to the increase. Amendment of article 5 of the Articles of Incorporation, as it will have been formed following Item 2.

3. Issuance by the Bank of a convertible (into new, common, nominal, paperless shares, with voting rights, issued by the Bank) bond loan, along with a parallel abolition of the pre-emption rights for the Shareholders of the Bank. Provision of authorisation to the Board of Directors of the Bank to allot the entirety of the unsubscribed (thereunder) bonds, to agree on the specific terms of the bond loan and to proceed with any required actions and legal acts.
4. Issuance by the Bank and, in accordance with article 7 para. 2 of law 3864/2010 (as in force), allocation to the Hellenic Financial Stability Fund of a contingent convertible (into new, common, nominal, paperless shares, with voting rights, issued by the Bank) bond loan, to be subscribed by a contribution in kind by the Fund, without pre-emption rights for the Shareholders of the Bank. Provision of authorisation to the Board of Directors of the Bank to issue and distribute, and agree on the specific terms of, the bond loan and to proceed with any required actions and legal acts.

In case the statutory quorum to deliberate on the items of the Agenda is not achieved in the initial (as above) Extraordinary General Meeting, an Iterative Extraordinary General Meeting will be convened on Thursday, November 19, 2015, at 10:00 at the Hilton Athens Hotel, 46, Vassilissis Sophias Avenue, Athens.

No further invitation for the Iterative Extraordinary General Meeting shall be published, while the items on the Agenda shall be those on which the previous meeting did not resolve.

In accordance with articles 26 para. 2b and 28a of codified law 2190/1920, the Bank appraises the Shareholders of the following:

#### Right to participate in and vote at the Extraordinary General Meeting

Entitled to participate in and vote at the (initial or iterative) Extraordinary General Meeting is whoever appears as a Shareholder of common, paperless shares with voting rights, issued by the Bank, in the records of the Dematerialised Securities System (“DSS”) operated by the Hellenic Central Securities Depository S.A. (“HCSD”), on the record date (“Record Date”), i.e., as the case may be:

- (i) on Monday, November 9, 2015, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Extraordinary General Meeting,
- (ii) on Sunday, November 15, 2015, i.e. at the beginning of the fourth (4th) day prior to the date of the Iterative Extraordinary General Meeting.

Each common, paperless share with voting rights entitles to one (1) vote. The shareholder capacity is certified electronically by the HCSD, through a direct electronic link of the Bank to the DSS records. Accordingly, Shareholders are not required to provide a written certificate by the HCSD, in order to participate in and vote at any (initial or iterative) Extraordinary General Meeting. Similarly, no blocking of shares or any similar procedure limiting the right to sell and transfer shares, during the interim period between the pertinent Record Date and the respective Extraordinary General Meeting (initial or, as the case may be, each iterative), is required for the exercise of the right to participate in and vote at the said Meetings.

#### Procedure for exercising voting rights by proxy

Each entitled Shareholder may participate in the Extraordinary General Meeting and vote either in person or by proxy(-ies). Each Shareholder, individual or legal entity, may appoint up to three (3) individuals as their proxies. A Shareholder of shares issued by

the Bank, which appear in more than one security accounts, may appoint different proxies for the shares held in each security account. A proxy who acts for more than one Shareholder may vote differently for each Shareholder.

Printed proxy forms for the appointment of proxy(-ies) are available to the Shareholders, on first demand, in hard copy, at the Bank's Branches or may be downloaded from the Bank's website ([www.alpha.gr](http://www.alpha.gr)). The forms duly filled-in and signed and with verification of signature:

- (I) Should be sent to the Bank, either:
  - (i) by fax at +30 210 326 5811 or 210 326 5506 or (ii) by scanning the (above) original document and forwarding the copy via e-mail at [ShareholdersSection@alpha.gr](mailto:ShareholdersSection@alpha.gr), or
- (II) Are submitted at the Bank's Main Branch, 40 Stadiou Street, Athens (Shareholders' Section, tel. +30 210 326 5546 and 210 326 5814) or at any of the Bank's Branches, at least three (3) days prior to the (initial or each iterative) Extraordinary General Meeting.

The same procedure (as above) shall be followed in case of revocation of the appointment of the proxy.

Each person holding a shareholder proxy that may exercise at his discretion the shares rights of the person represented by him is required to disclose to the Bank, before the (initial or, as the case may be, each iterative) Extraordinary General Meeting commences, any specific circumstance of relevance to the Shareholders, so they can assess the risk that such a person might pursue interests other than those of the represented Shareholder.

Conflicts of interest may arise especially when the proxy holder is:

- a) a controlling Shareholder of the Bank or a legal person or entity controlled by such Shareholder and/or
- b) a Member of the Board of Directors or generally the Management of the Bank or a controlling Shareholder of the Bank or a legal person or entity controlled by a Shareholder exercising control over the Bank and/or
- c) an employee or certified auditor of the Bank or of a controlling Shareholder of the Bank or of a legal person or entity controlled by a Shareholder exercising control over the Bank and/or
- d) a spouse or a first degree relative of one of the individuals referred to in subparagraphs a to c (above).

Shareholders are not entitled to participate in the Extraordinary General Meeting (initial or, as the case may be, each iterative) by electronic means, without physical presence at the General Meeting, nor to remotely vote (by electronic means or by mail).

#### Shareholder minority rights

Pursuant to article 39 of codified law 2190/1920:

- (a) Shareholders representing at least one twentieth (1/20) of the paid-in share capital of the Bank are entitled to request the addition of items to the Agenda of the already convened General Meeting, provided that an application to that effect is received by the Board of Directors of the Bank at least fifteen (15) days prior to the General Meeting, to which a reasoning or a draft resolution for approval by the General Meeting is attached. The Board of Directors is required to include the additional items on the Agenda and post the same, on the website of the Bank ([www.alpha.gr](http://www.alpha.gr)), at least thirteen (13) days prior to the General Meeting.

- (b) Shareholders representing at least one twentieth (1/20) of the paid-in share capital of the Bank are entitled to request, by means of an application to be received by the Board of Directors of the Bank at least four (4) days prior to the General Meeting, the posting on the Bank's website ([www.alpha.gr](http://www.alpha.gr)), at least three (3) days prior to the General Meeting, of draft resolutions on items included in the (initial or the revised) Agenda.
- (c) At the request of Shareholders representing at least one twentieth (1/20) of the paid-in share capital of the Bank, the Chairman of the General Meeting is obliged to adjourn for one time only the resolution of the General Meeting, on all or (as the case may be) certain items of the Agenda, determining as the day for the resumption of the (postponed) meeting, the one specified in the application of the Shareholders, which shall be set no later than three (3) days from the date of the postponement.
- (d) At the request of Shareholders representing at least one twentieth (1/20) of the paid-in share capital of the Bank, the resolution on an item of the Agenda of a General Meeting is conducted by roll-call.
- (e) A Shareholder may apply to the Board of Directors of the Bank, at least three (3) days prior to the General Meeting, for information to be provided to the General Meeting on Bank matters, if deemed useful for the effective assessment of the Agenda items.
- (f) Shareholders representing at least one fifth (1/5) of the paid-in share capital of the Bank are entitled to apply to the Board of Directors of the Bank, at least five (5) days prior to the General Meeting, for the Board of Directors to apprise the General Meeting about the course of corporate affairs and the assets of the Bank.

#### Available documents and information

The Agenda, the proxy form and the proxy revocation form, the draft resolutions on the Agenda items, together with any item, in general, referred to in article 27 para. 3 of codified law 2190/1920 are available, on first demand, in hard copy at the Bank's Main Branch, 40 Stadiou Street, Athens (Shareholders' Section, tel. +30 210 326 5546 and 210 326 5814) and are also posted on the Bank's website ([www.alpha.gr](http://www.alpha.gr)).

Athens, November 3, 2015  
The Board of Directors