



INVITATION TO THE ORDINARY 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 Ordinary General Meeting, on Friday, June 26, 2015, at 10:00, at the Hilton Athens Hotel, 46, Vassilissis Sophias Avenue, Athens.

AGENDA

1. Submission for approval of the annual financial statements of the year 2014, together with the relevant reports of the Board of Directors and the Certified Auditors.
2. Discharge of the Members of the Board of Directors and the Certified Auditors from any liability.
3. Election of Certified Auditors, regular and alternate, for the financial year 2015 and approval of their remuneration.
4. Approval of the Members of the Board of Directors remuneration.
5. Approval of the actions of the Board of Directors’ Members and of the agents of Alpha Bank, in the context of the merger of the Bank by absorption of “DINERS CLUB OF GREECE FINANCE COMPANY S.A.”.
6. Grant of authority, under article 23, para. 1 of codified law 2190/1920, 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.

In case the statutory quorum to deliberate on the items of the Agenda is not achieved in the initial (as above) Ordinary General Meeting, a First Iterative Ordinary General Meeting will be convened on Tuesday, July 7, 2015, at 10:00 and if no quorum is achieved, a Second Iterative Ordinary General Meeting on Saturday, July 18, 2015, at 10:00, both at the Hilton Athens Hotel, 46, Vassilissis Sophias Avenue, Athens.

No further invitations for the Iterative Ordinary General Meetings 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 Ordinary General Meeting

Entitled to participate in and vote at the (initial or iterative) Ordinary 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 Sunday, June 21, 2015, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Ordinary General Meeting,
- (ii) on Friday, July 3, 2015, i.e. at the beginning of the fourth (4th) day prior to the date of the First Iterative Ordinary General Meeting, or

- (iii) on Tuesday, July 14, 2015, i.e. at the beginning of the fourth (4th) day prior to the date of the Second Iterative Ordinary 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) Ordinary 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 Ordinary 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 Ordinary 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). 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, 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) Ordinary 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) Ordinary 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 Ordinary 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), 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 seven (7) days prior to the General Meeting, the posting on the Bank's website (www.alpha.gr), at least six (6) 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 thirty (30) 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 five (5) 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).