



ALPHA BANK

**Resolutions  
of the Ordinary General Meeting  
of Shareholders of Alpha Bank on 28.6.2019**

The Ordinary General Meeting of Shareholders of Alpha Bank, which was held on 28.6.2019 at 10:00, was attended in person or by proxy, by 625 Shareholders, representing 814,506,049 common, nominal, paperless shares with voting rights, out of a total of 1,374,525,214 common, nominal, paperless shares with voting rights, excluding those issued in favour of the Hellenic Financial Stability Fund (the "HFSF") (article 7a para. 3 of law 3864/2010, as in force), namely 59.26% of the voting share capital of the Bank.

**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.**

<u>Minimum Required Quorum:</u>	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).
<u>Achieved Quorum:</u>	59.26% of the total common shares with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved the Annual and Consolidated Financial Statements of the Bank and the Group 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.

Additionally, the General Meeting resolved on the non-appropriation of an amount to the statutory reserve as well as on the non-distribution of dividend to the Shareholders of the Bank for the financial year 2018.

YES = (99.16%) 807,695,910      NO = (0.01%) 62,000      VOID/ABSTENTION = (0.83%) 6,748,139

**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:                      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).

Achieved Quorum:                                59.26% of the total common shares with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved the overall management by the Members of the Board of Directors for the financial year 2018 (1.1.2018 - 31.12.2018).

The Statutory Certified Auditors for the financial year 2018 were discharged 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.

YES = (97.61%) 795,032,882                      NO = (1.56%) 12,725,028                      VOID/ABSTENTION = (0.83%) 6,748,139

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

<u>Minimum Required Quorum:</u>	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).
<u>Achieved Quorum:</u>	59.26% of the total common shares with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved the remuneration of 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.

YES = (98.10%) 799,007,504

NO = (1.61%) 13,141,695

VOID/ABSTENTION = (0.29%) 2,356,850

**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: 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).

Achieved Quorum: 59.26% of the total common shares with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved, in accordance with article 110 para. 3 indent 1 of law 4548/2018, 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).

YES = (98.18%) 799,684,287      NO = (1.53%) 12,426,195      VOID/ABSTENTION = (0.29%) 2,395,567

**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: 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).

Achieved Quorum: 59.26% of the total common shares with voting rights issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved the election of the “DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A.” audit firm for the mandatory audit of the financial year 2019 as well as the remuneration of the audit firm for auditing the (stand alone and consolidated) Financial Statements of the Bank for the year 2019 amounting to Euro 1,421,495 plus V.A.T.

YES = (99.61%) 811,332,982      NO = (0.10%) 816,217      VOID/ABSTENTION = (0.29%) 2,356,850

**Item 6:      Announcement on the election of a new Member of the Board of Directors.**

Minimum Required Quorum:                      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).

Achieved Quorum:                                      59.26% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting was informed that:

- at the meeting of the Board of Directors 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,
- at the meeting of the Board of Directors held on 29.11.2018 Mr V.E. Psaltis was elected as Member of the Board of Directors of the Bank,
- at the meeting of the Board of Directors 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,
- 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

YES = (94.53%) 769,981,629                      NO = (5.18%) 42,167,570                      VOID/ABSTENTION = (0.29%) 2,356,850

**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:     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).

Achieved Quorum:     59.26% of the total common shares, with voting rights, issued by the Bank (excluding those issued in favour of the HFSF, as per the above).

The General Meeting approved 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.

YES = (97.85%) 796,976,066     NO = (1.86%) 15,173,133     VOID/ABSTENTION = (0.29%) 2,356,850