



**Resolutions  
of the Ordinary General Meeting  
of Shareholders of Alpha Bank on 29.6.2018  
(article 32 para. 1 of codified law 2190/1920, para. 4.1.3.3.  
of the Athens Exchange Regulations)**

The Ordinary General Meeting of Shareholders of Alpha Bank, which was held on 29.6.2018 at 10:00, was attended, with regard to items 1,2,3,4,5,6,7,8 and 10 of the agenda, in person or by proxy, by 686 Shareholders, representing 809,998,495 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 58.93% of the voting share capital of the Bank and with regard to item 9 of the agenda it was attended, in person or by proxy, by 687 Shareholders, representing 979,172,662 common, nominal, paperless shares with voting rights, out of a total of 1,543,699,381 common, nominal, paperless shares with voting rights, including those issued in favour of the HFSF (article 7a para. 3 of law 3864/2010, as in force), namely 63.43% of the voting share capital of the Bank.

**Item 1: Approval of the Annual Financial Statements of the financial year 2017, together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.**

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 Hellenic Financial Stability Fund (the "HFSF") (article 7a para. 3 of law 3864/2010, as in force).

Achieved Quorum: 58.93% 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 Financial Statements of the Group and the Bank for the year 2017, together with the relevant reports of the Board of Directors and the Statutory Certified Auditors. It was acknowledged that the distribution of dividend to the Shareholders of the Bank for the financial year 2017 is not applicable.

YES = (98.77%) 800,041,822      NO = (0.00%) 34,750      VOID/ABSTENTION = (1.22%) 9,921,923

**Item 2: Discharge of the Members of the Board of Directors and the Statutory Certified Auditors from any liability.**

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: 58.93% 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 persons that served as Members of the Board of Directors as well as the Statutory Certified Auditors for the financial year 2017 were discharged from any liability of indemnity for their actions (as these were set out in the Annual Financial Report of the Bank and in the explanatory comments pertaining to the Financial Statements) and for the audit of the Financial Statements respectively.

YES = (96.30%) 780,021,093      NO = (2.23%) 18,081,771      VOID/ABSTENTION = (1.47%) 11,895,631

**Item 3: Election of Statutory Certified Auditors, regular and alternate, for the financial year 2018 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: 58.93% 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 “DELOITTE CERTIFIED PUBLIC ACCOUNTANTS S.A.” audit firm for the mandatory audit of the financial year 2018 as well as the remuneration of the audit firm for auditing the (stand alone and consolidated) Financial Statements of the Bank for the year 2018 up to the amount of Euro 1,366,990 plus V.A.T.

YES = (96.01%) 777,680,040

NO = (3.53%) 28,585,944

VOID/ABSTENTION = (0.46%) 3,732,511

**Item 4: Approval of the Members of the Board of Directors' 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: 58.93% 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, amounting to a total of Euro 1,012,750.03 for the financial year 2017.

YES = (95.80%) 775,958,673      NO = (3.61%) 29,210,594      VOID/ABSTENTION = (0.60%) 4,829,228

**Item 5: Announcement on the election of a Member of the Board of Directors in replacement of another who resigned as well as on the appointment of a Member of the Audit Committee.**

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: 58.93% 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 by the Board of Directors of the Bank as of 26.4.2018, in accordance with law 3864/2010 and upon instruction of the Hellenic Financial Stability Fund, of Mr. Johannes Herman Frederik G. Umbgrove and his appointment as Member of the Audit Committee, in replacement of Mr. Spyridon-Stavros A. Mavrogalos-Fotis who resigned, for the remainder of the latter's tenure.

Johannes Herman Frederik G. Umbgrove, Member of the Audit Committee

YES = (94.15%) 762,579,673      NO = (5.34%) 43,259,311      VOID/ABSTENTION = (0.51%) 4,159,511

**Item 6: Election of a new Board of Directors due to the expiry of its tenure and appointment of Independent Members as well as of Members of the Audit Committee 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: 58.93% 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:

- A. elected a new Board of Directors of the Bank with a four-year tenure, as a result of the expiry of the outgoing Board's tenure,
- B. approved the appointment of up to six (6) Non-Executive Independent Members, on the understanding that, in case of resignation of anyone of the Non-Executive Independent Members or of loss for any reason whatsoever of their capacity, if the number of the remaining Non-Executive Independent Members is equal to or exceeds the minimum relevant number provided for in the Law, the Board of Directors may elect a new Member, in replacement of the one that resigned or lost the respective capacity, who, depending on the pertinent resolution of the Board of Directors, shall bear the capacity of Executive, Non-Executive or Non-Executive Independent Member, and
- C. in application of article 44 of law 4449/2017, approved the appointment of five (5) out of the following Members to the Audit Committee of the Board of Directors,

as mentioned below:

**Item 6.1 George C. Aronis**

YES = (90.60%) 733,865,174 NO = (8.83%) 71,490,879 VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.2 Efthimios O. Vidalis, Member of the Audit Committee**

YES = (82.24%) 666,168,527 NO = (17.18%) 139,187,526 VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.3 Artemios Ch. Theodoridis**

YES = (90.56%) 733,565,174 NO = (8.86%) 71,790,879 VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.4 Demetrios P. Mantzounis**

YES = (94.31%) 763,873,329 NO = (5.12%) 41,482,724 VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.5 Vasileios T. Rapanos**

YES = (90.07%) 729,575,813 NO = (9.36%) 75,780,240 VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.6 Spyridon N. Filaretos**

YES = (90.60%) 733,865,174      NO = (8.83%) 71,490,879      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.7 Jean L. Cheval, Independent Member, Member of the Audit Committee**

YES = (98.07%) 794,386,791      NO = (1.35%) 10,969,262      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.8 Ibrahim S. Dabdoub, Independent Member**

YES = (97.60%) 790,544,235      NO = (1.83%) 14,811,818      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.9 Carolyn G. Dittmeier, Independent Member, Member of the Audit Committee**

YES = (97.99%) 793,687,910      NO = (1.44%) 11,668,143      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.10 Richard R. Gildea, Independent Member**

YES = (97.78%) 792,019,640      NO = (1.65%) 13,336,413      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.11 Shahzad A. Shahbaz, Independent Member**

YES = (96.73%) 783,483,971      NO = (2.70%) 21,872,082      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.12 Johannes Herman Frederik G. Umbgrove, in accordance with law 3864/2010  
(as representative and upon instruction of the HFSF), Member of the Audit  
Committee**

YES = (88.90%) 720,073,540      NO = (10.53%) 85,282,513      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 6.13 Jan A. Vanhevel, Independent Member, Member of the Audit Committee**

YES = (97.94%) 793,302,777      NO = (1.49%) 12,053,276      VOID/ABSTENTION = (0.57%) 4,642,442

**Item 7: Approval, as per article 23a of codified law 2190/1920, of the Senior Executives Severance Payment Policy of the Bank. Granting of Authorisations.**

<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>	58.93% 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, as per article 23a of codified law 2190/1920 and under the relevant terms and content, the Senior Executives Severance Payment Policy of the Bank, in which the introduction of similar plans by Greek competitor credit institutions as well as the need to attract and retain Senior Executives through the establishment of the relevant incentives are taken into account, subject to the applicable legislation and collective agreements.

The General Meeting granted authorisation for the drafting of Regulations (the "Regulations") which shall determine, inter alia, the time period starting from the departure of the Beneficiary during which the latter shall repay his/her debts to the Bank, the amount of the severance payment which shall be offset against the above-mentioned debts, the time period during which the terms, under which the debts were agreed upon and were performing until the departure of the Beneficiary, shall remain in force, the time period during which the hospital care plan shall remain in force (with regard to the Beneficiary) as well as other issues related to the Policy. Similarly, the General Meeting granted authorisation for the notification of its resolution on this item to the Beneficiaries, aiming at the compliance of both parties with the terms of the Policy. Lastly, reference is made that the provisions of the Regulations supplement the present resolution and, in case of conflict, shall take precedence over the latter.

YES = (95.41%) 772,827,579      NO = (3.91%) 31,663,692      VOID/ABSTENTION = (0.68%) 5,507,224

**Item 8: Approval, as per article 23a of codified law 2190/1920, of the Defined Contribution Savings Plan of the Bank (using contributions by both the Bank and its Executives). Granting of relevant Authorisations.**

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: 58.93% 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, as per article 23a of codified law 2190/1920 and under the relevant terms and content, the Savings Plan of the Bank, known internationally as "Defined Contribution Savings Plan".

The General Meeting granted authorisation for the drafting/supplementation of the Regulations of the Plan (the "Regulations") or accordingly for its extension to the persons belonging to the Top Management and for the arrangement of pertinent issues as well as for the notification of the present resolution to the Beneficiaries, aiming at the compliance of both parties with the terms of the Plan. Lastly, reference is made that the provisions of the Regulations supplement the present resolution and, in case of conflict, shall take precedence over the latter.

YES = (95.87%) 776,583,323      NO = (3.53%) 28,585,944      VOID/ABSTENTION = (0.60%) 4,829,228

**Item 9: Amendment of articles 8.1, 9.2 and 14.2 of the Articles of Incorporation.**

Minimum Required Quorum: 1/5 of the total common, paperless shares, with voting rights, issued by the Bank (including those issued in favour of the HFSF, as per the above).

Achieved Quorum: 63.43% of the total common shares, with voting rights, issued by the Bank (including those issued in favour of the HFSF, as per the above).

The General Meeting approved the amendment and the restatement of articles 8.1, 9.2 and 14.2 of the Articles of Incorporation of the Bank, as follows:

- 8.1 The Chairman of the Board of Directors is elected by absolute majority among the present and/or duly represented Members of the Board following a secret ballot. The Board appoints its Executive and Non-Executive Members, apart from Independent Members, according to the provisions of Law 3016/2002. The Board of Directors may elect a Vice Chairman. The first meeting of the Board of Directors, following the election of its Members by the General Meeting of Shareholders, is convoked upon the invitation by its senior in age Member.
- 9.2 The Chairman, if absent or prevented from attending, shall be substituted by the Vice Chairman (if such a position has been filled) or otherwise by the ranking senior, in terms of tenure, Non-Executive Member; should more than one such Members exist, the Chairman shall be substituted by the senior in age Member among them and in case of the latter's absence or prevention from attending, by the next ranking senior in terms of tenure or (as the case may be) senior in age Member. The substitution in question pertains solely to the exercise of the authorities of the Chairman of the Board of Directors as such.
- 14.2 The Chairman of the Board of Directors, the persons mentioned in article 9.2, the Managing Director and the Secretary issue and sign the transcripts and the excerpts of the minutes of the Board of Directors, without any further attestation.

YES = (96.20%) 941,988,614      NO = (3.26%) 31,966,537      VOID/ABSTENTION = (0.53%) 5,217,511

**Item 10: Granting of authority 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.**

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: 58.93% 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 other Executives of the Bank, as per article 23, para. 1 of codified law 2190/1920, 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 = (95.80%) 775,980,467      NO = (3.74%) 30,285,517      VOID/ABSTENTION = (0.46%) 3,732,511