



**Resolutions  
of the Ordinary General Meeting  
of Shareholders of Alpha Bank on 29.6.2013  
(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 29.6.2013 at 10:00, was attended in person or by proxy by 4,506 Shareholders, representing 573,133,405 common, nominal, paperless shares with voting rights, out of a total of 1,784,269,648 common, nominal, paperless shares with voting rights, namely 32.12% of the voting share capital of the Bank.

**Item 1: Submission for approval of the annual financial statements as at 31.12.2012, together with the relevant reports of the Board of Directors and the Certified Auditors.**

Minimum Required Quorum: 20% of the total common shares with voting rights issued by "Alpha Bank A.E." (the "*Bank*").

Achieved Quorum: 32.12% of the total common shares with voting rights issued by the Bank.

The annual financial statements of the Group and the Bank for the year 2012, together with the relevant reports of the Board of Directors and the Certified Auditors were submitted and approved. The non-distribution of dividend to the common Shareholders of the Bank and the non-distribution to the Hellenic Republic of the return of the preference shares issued by the Bank and owned by the Hellenic Republic, as per article 1 para. 3 of law 3723/2008, were approved.

YES = (99.93%) 572,707,402      NO = (0%) 0      ABSTENTION = (0.07%) 426,003

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

Minimum Required Quorum: 20% of the total common shares with voting rights issued by the Bank.

Achieved Quorum: 32.12% of the total common shares with voting rights issued by the Bank.

The persons that served as Members of the Board of Directors, as well as the regular Certified Auditors, for the financial year 2012, were discharged from any liability of indemnity for their actions and, correspondingly, the audit of the aforementioned financial year.

YES = (99.50%) 570,269,608      NO = (0%) 0      ABSTENTION = (0.50%) 2,863,797

**Item 3: Election of Certified Auditors, regular and alternate, for the financial year 2013 and approval of their remuneration.**

Minimum Required Quorum: 20% of the total common shares with voting rights issued by the Bank.

Achieved Quorum: 32.12% of the total common shares with voting rights issued by the Bank.

In accordance with the Articles of Incorporation of the Bank and codified law 2190/1920, the auditing company "KPMG Certified Auditors AE" was elected, with the individuals listed below, as regular Certified Auditor of the Bank:

- a. Regular:            Marios T. Kyriacou  
                              Charalambos G. Syrounis
- b. Alternate:         Michael A. Kokkinos  
                              Ioannis A. Achilas

The General Meeting approved the remuneration of the auditing company "KPMG Certified Auditors AE", for auditing the (stand alone and consolidated) financial statements of the Bank, for the financial year 2013, to amount to up to Euro 850,000 plus V.A.T.

YES = (99.81%) 572,043,715      NO = (0.12%) 663,687      ABSTENTION = (0.07%) 426,003

**Item 4: Approval of the Members of the Board of Directors fees.**

Minimum Required Quorum: 20% of the total common shares with voting rights issued by the Bank.

Achieved Quorum: 32.12% of the total common shares with voting rights issued by the Bank.

In accordance with article 1 para. 3 of law 3723/2008, and for as long as the Bank is under the provisions of article 1 of the said law, the annual compensation for each Member of the Board of Directors cannot exceed the total remuneration of the Governor of the Bank of Greece. All bonuses for the above persons are revoked for the same period.

Therefore, and in accordance with the above provisions, the General Meeting approved, for the fiscal year 2012, a compensation, from all legal relationships, for the Members of the Board of Directors, of a total amount of Euro 2,431,310.

YES = (99.90%) 572,575,580      NO = (0%) 0      ABSTENTION = (0.10%) 557,825

**Item 5: Approval of the actions, statements and juridical acts to date of the Members of the Boards of Directors of Alpha Bank and Emporiki Bank, of their agents and proxies, for purposes of the merger of the above Banks, by absorption of the latter by the former. Discharge of the said persons, as well as of the Certified Auditors, from any liability with regard to the merger.**

Minimum Required Quorum: 20% of the total common shares with voting rights issued by the Bank.

Achieved Quorum: 32.12% of the total common shares with voting rights issued by the Bank.

Upon the completion as per the law, of the merger of Alpha Bank with, and by absorption of, Emporiki Bank, the General Meeting approved all actions, statements and juridical acts performed by the said persons, for purposes of the merger, as well as their discharge from any pertinent liability.

YES = (99.43%) 569,873,414      NO = (0%) 0      ABSTENTION = (0.57%) 3,259,991

**Item 6: Grant of authority, under article 23, para. 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 Boards of Directors or the Management of companies having similar purposes.**

Minimum Required Quorum: 20% of the total common shares with voting rights issued by the Bank.

Achieved Quorum: 32.12% of the total common shares with voting rights issued by the Bank.

The Members of the Board of Directors and other Executives of the Bank were authorised, as per article 23, para. 1 of codified law 2190/1920, to (be able to) participate in the Boards of Directors and/or in the Management of companies having similar purposes to those of the Bank.

YES = (99.86%) 572,311,208    NO = (0.07%) 396,194    ABSTENTION = (0.07%) 426,003