



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

In accordance with codified law 2190/1920 “On Sociétés Anonymes”, as in force, the Shareholders of Alpha Bank A.E. are invited to the Extraordinary General Meeting, on Saturday, April 6, 2013, at 10:00, at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

AGENDA

1.
 - (A) Increase of the nominal value of each common share with voting rights issued by the Bank, by way of decrease of their number, due to reverse split,
 - (B) Increase of the Bank’s share capital by way of change of the nominal value of the common shares (as formed under A), by way of capitalisation of part of article 4 para. 4a of codified law 2190/1920, in order to, inter alia, form an even replacement ratio of the number of common shares with voting rights with the old nominal value to the shares with the new nominal value,
 - (C) Decrease of the Bank’s common share capital, pursuant to article 4 para. 4a of codified law 2190/1920, by way of decrease of the nominal value of the common shares with voting rights (as is formed as a result of the above) and credit with the amount of difference thereof to the special reserve of the said article,

Amendment of article 5 of the Articles of Incorporation.

2. Raising of capital by the Bank, according to law 3864/2010, by the increase of its share capital through payment in cash and/or contribution in kind. Restriction of the pre-emption rights of the holders of common shares and cancellation of the pre-emption rights of the holder of preference shares, on the share capital increase in cash. For the remainder, granting of pre-emption rights for old holders of common shares, along with their right also to express interest for pre-subscription. Issuance and distribution by the Bank of new common dematerialised shares with voting rights. Amendment of article 5 of the Articles of Incorporation. Provision to the Board of Directors of the Bank of the power to specify the terms of the share capital increase (including the power under article 13 para. 6 of codified law 2190/1920 to determine the offer price of the new shares) and provide for similar issues related to the capital increase.

In case the statutory quorum to deliberate on any item of the Agenda is not achieved in the initial (as above) General Meeting, a First Iterative Extraordinary General Meeting will be convened on Thursday, April 11, 2013, at 10:00 and, if no quorum is achieved, a Second Iterative Extraordinary General Meeting on Tuesday, April 16, 2013, at 10:00, both at the Hilton Athens Hotel, 46 Vassilissis Sophias Avenue, Athens.

No further invitations for the First and Second Iterative Extraordinary General Meetings shall be published, and the items on the Agenda shall be those set out above, save for those on which the relevant General Meeting has already resolved.

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 General Meeting

Entitled to participate in and vote at the General Meeting is whoever appears as a Shareholder of Bank-issued common voting shares, in the records of the Dematerialised Securities System ("DSS") operated by the Hellenic Exchanges S.A. ("HELEX"), on the record date ("Record Date").

Therefore, as the case may be:

- (i) Monday, April 1, 2013, i.e. at the beginning of the fifth (5th) day prior to the date of the (initial) Extraordinary General Meeting,
- (ii) Sunday, April 7, 2013, i.e. at the beginning of the fourth (4th) day prior to the date of the First Iterative Extraordinary General Meeting, or
- (iii) Friday, April 12, 2013, i.e. at the beginning of the fourth (4th) day prior to the date of the Second Iterative Extraordinary General Meeting.

Each common share entitles to one vote. Shareholder capacity is certified electronically by HELEX, through a direct electronic link of the Bank to the DSS records. Accordingly, a Shareholder is not required to provide a written certificate by HELEX, in order to participate in and vote at any (initial or iterative) General Meeting. Furthermore, no blocking of Shareholder shares or any similar procedure limiting the right to sell and transfer shares, during the interim period between the Record Date and the relevant General Meeting, is required for the exercise of the foregoing rights.

Procedure for exercising voting rights by proxy

A Shareholder may participate in the General Meeting and vote either in person or by proxy. Each Shareholder may appoint up to three (3) proxies and legal entities/Shareholders may appoint up to three (3) individuals as their proxies. A Shareholder owning Bank shares, 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 representatives are available 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, should be sent to the Bank by fax at +30 210 326 5811 or 210 326 5506 or by e-mail at ShareholdersSection@alpha.gr or submitted at the Bank's Main Branch, 40 Stadiou Street, Athens (Shareholders' Section, tel. +30 210 326 5546 and 210 326 5549) or at any of the Bank's Branches, at least three (3) days prior to the (initial or iterative) General Meeting.

Each person holding a Shareholder proxy is required to disclose to the Bank, before the General Meeting commences, any specific circumstance of relevance to the Shareholders, so they can assess the risk that a person holding a Shareholder proxy might pursue interests other than those of the 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.
- b) a member of the Board of Directors or generally the Management of the Bank, or a Shareholder controlling the Bank, or a legal person or entity controlled by a Shareholder exercising control over the Bank.
- c) an employee or certified auditor of the Bank or of a Shareholder exercising control over the Bank or of a legal person or entity controlled by a Shareholder exercising control over the Bank.
- d) a spouse or a first degree relative of one of the individuals referred to in subparagraphs a to c.

Shareholders are not entitled to participate in the General Meeting by electronic means, without physical presence at the General Meeting, nor to remotely vote (by electronic means or by mail). The appointment and revoking of representatives is effected in writing (via private or public document), as well as by sending a digitised copy of the original document for the appointment or revoking of a representative, via e-mail at ShareholdersSection@alpha.gr.

Shareholder minority rights

As foreseen, and further qualified, in article 39 of codified law 2190/1920 (in force):

- (a) Shareholders representing at least one twentieth (1/20) of the issued and paid-in share capital of the Bank are entitled to ask for the addition of items to the Agenda of the 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 publish the same at least thirteen (13) days prior to the General Meeting.
- (b) Shareholders representing at least one twentieth (1/20) of the issued and paid-in share capital of the Bank are entitled to ask, by means of an application to be delivered to the Board of Directors of the Bank at least seven (7) days prior to the General Meeting, for 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 issued and paid-in share capital of the Bank, the Chairman of the Meeting is obliged to adjourn for one time only the resolution by the General Meeting, ordinary or extraordinary, on all or certain items, determining as the day for the resumption of the meeting, the one specified in the application of the Shareholders, and which may not be more than thirty (30) days from the date of the adjournment.
- (d) At the request of Shareholders representing at least one twentieth (1/20) of the issued and 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 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 issued and 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 state of corporate affairs and assets of the Bank.

Available documents and information

The Agenda, the proxy form for appointing a representative, 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 in printed form at the Bank's Main Branch, 40 Stadiou Street, Athens (Shareholders' Section, tel. +30 210 326 5546 and 210 326 5549) and are also posted on the Bank's website (www.alpha.gr).