



ALPHA BANK

**Resolutions
of the Second Iterative Extraordinary General Meeting
of Shareholders of Alpha Bank on 31.1.2013
(article 32 para. 1 of codified law 2190/1920, para. 4.1.3.3. of the Athens Exchange
Regulations)**

The Second Iterative Extraordinary General Meeting of Shareholders of Alpha Bank, which was held on 31.1.2013 at 10:00, was attended in person or by proxy by 2,868 Shareholders, representing 148,571,783 common, nominal, paperless shares with voting rights, out of a total of 734,269,648 shares, of which 534,269,648 are common, nominal, paperless shares with voting rights, namely 27.81% of the voting share capital of the Bank.

Item 1: Issuance by the Bank and private placement with the Hellenic Financial Stability Fund (the “Fund”), in application (inter alia) of I. 3864/2010 and Cabinet Act 38/2012, of unsecured, perpetual and subordinated bonds, contingently convertible into common shares of the Bank with voting rights, and redeemable by the Bank of a total principal amount up to Euro 2,000 million, payable by the Fund by contribution in kind of financial instruments held by the Fund. Grant of authorisation to the Board of Directors of the Bank to execute the agreements on the specific terms of the said bond loan and perform the requisite acts for the issuance and placement of the bonds.

<u>Minimum Required Quorum:</u>	20% of the total common shares with voting rights issued by “Alpha Bank A.E.” (the “Bank”).
<u>Achieved Quorum:</u>	27.81% of the total common shares with voting rights issued by the Bank.

The Second Iterative Extraordinary General Meeting approved the issuance by the Bank and private placement with the Hellenic Financial Stability Fund (the “Fund”), in application (inter alia) of I. 3864/2010 and Cabinet Act 38/2012, of unsecured, perpetual and subordinated bonds, contingently convertible into common shares of the Bank with voting rights, and redeemable by the Bank of a total principal amount up to Euro 2,000 million, payable by the Fund by contribution in kind of financial instruments held by the Fund. The Second Iterative Extraordinary General Meeting granted authorisation to the Board of Directors of the Bank to execute the agreements on the specific terms of the said bond loan and perform the requisite acts for the issuance and placement of the bonds.

YES = (97.11%) 144,275,426 NO = (1.71%) 2,542,688 ABSTENTION = (1.18%) 1,753,669