

**SUPPLEMENT DATED 3 JUNE 2014
TO THE BASE PROSPECTUS DATED 18 JUNE 2013 SUPPLEMENTED ON 30 APRIL 2014 AND
6 MAY 2014**



ALPHA BANK

ALPHA CREDIT GROUP PLC

(incorporated with limited liability in England and Wales)

as Issuer

and

ALPHA BANK AE

(incorporated with limited liability in the Hellenic Republic)

as Issuer and Guarantor

EUR 30,000,000,000 Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Base Prospectus dated 18 June 2013 as previously supplemented on 30 April 2014 and 6 May 2014 (the **Base Prospectus**), constitutes a supplement to the base prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 relating to prospectuses for securities, as amended (the **Prospectus Act**) and is prepared in connection with the EUR30,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Alpha Credit Group PLC (**Alpha PLC**) and Alpha Bank AE (**Alpha Bank**) (together, the **Issuers**).

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by Alpha PLC and Alpha Bank. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Each of Alpha PLC and Alpha Bank accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of Alpha PLC and Alpha Bank (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

PURPOSE OF THIS SUPPLEMENT

The purpose of this Supplement is to (i) incorporate by reference into the Base Prospectus, the unaudited interim consolidated financial statements for the three months ended 31 March 2014 for Alpha Bank; and (ii) update the ‘significant change’ and ‘material adverse change’ statements set out in the Base Prospectus.

1. INFORMATION INCORPORATED BY REFERENCE

On 29 May 2014, Alpha Bank published its unaudited interim consolidated financial statements for the three months ended 31 March 2014 (the **Q1 Interim Financial Statements**). The Q1 Interim Financial Statements have been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Supplement, the Q1 Interim Financial Statements are incorporated by reference in, and form part of, the Base Prospectus, including the information set out at the following pages:

(a) consolidated balance sheet	set out on page 4 of the Q1 Interim Financial Statements;
(b) consolidated statement of comprehensive income statement	set out on page 5 of the Q1 Interim Financial Statements;
(c) consolidated statement of changes in equity	set out on pages 6 to 7 of the Q1 Interim Financial Statements;
(d) consolidated statement of cash flows	set out on page 8 of the Q1 Interim Financial Statements; and
(e) notes to the group financial statements	set out on pages 9 to 48 of the Q1 Interim Financial Statements.

Any other information incorporated by reference that is not included in the cross-reference list above is considered to be additional information that is not required by the relevant Annexes of the Prospectus Regulation.

Any documents themselves incorporated by reference in the Q1 Interim Financial Statements are not incorporated in, and do not form part of, the Base Prospectus.

2. SIGNIFICANT OR MATERIAL CHANGE

Since 31 December 2013, there has been no material adverse change in the prospects of Alpha Bank or Alpha PLC nor any significant change in the financial or trading position of Alpha PLC and since 31 March 2014 there has been no significant change in the financial or trading position of Alpha Bank and the Group as a whole.

3. GENERAL INFORMATION

The Issuers will provide, without charge, to each person to whom a copy of the Base Prospectus has been delivered, upon the written request of such person, a copy of any or all of the documents incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to either Issuer at its registered office set out at the end of the Base Prospectus. In addition, copies of such documents will be available, without charge, from KBL European Private Bankers S.A. in its capacity as listing agent (the **Luxembourg Listing Agent**) for Notes admitted to trading on the Luxembourg Stock Exchange and from each Paying Agent set out at the end of the Base Prospectus during normal business hours and as long as any of the Notes are outstanding.

All documents incorporated by reference in the Base Prospectus will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu). Such documents may also be obtained, free of charge, at the offices of each Paying Agent set out at the end of the Base Prospectus during normal business hours and as long as any of the Notes are outstanding. Copies of the Base Prospectus, the supplement dated 30 April 2014, the supplement dated 6 May 2014 and this Supplement will be available to view on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of any Notes since the publication of the Base Prospectus.