



**Resolutions
of the Ordinary General Meeting
of Shareholders of Alpha Bank on 31.7.2020**

The Ordinary General Meeting of Shareholders of Alpha Bank, which was held on 31.7.2020 at 10:00, was attended, with regard to items 1, 2, 3, 4, 5, 6, 8, 9 and 10 of the agenda, in person or by proxy, by 326 Shareholders, representing 675,179,279 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 favor of the Hellenic Financial Stability Fund (the "HFSF") (article 7a par. 3 of law 3864/2010, as in force), namely 49.12% of the voting share capital of the Bank, and with regard to item 7 of the agenda, it was attended, in person or by proxy, by 327 Shareholders, representing 844,353,446 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 favor of the HFSF (article 7a par. 3 of law 3864/2010, as in force), namely 54.70% of the voting share capital of the Bank.

Item 1: Approval of the Annual and Consolidated Financial Statements of the financial year 2019 (1.1.2019 - 31.12.2019), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.

The General Meeting approved the Annual and Consolidated Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 - 31.12.2019), together with the relevant reports of the Board of Directors and the Statutory Certified Auditors.

Additionally, the General Meeting resolved on the non-appropriation of an amount to the statutory reserve as well as on the non-distribution of dividend to the Shareholders of the Bank for the financial year 2019.

VALID VOTES: 672,043,691 (99.54%) ABSTENTION: 3,135,588 (0.46%) VOID VOTES: 0 (0.00%)
FOR: 671,913,191 (99.52%)
AGAINST: 130,500 (0.02%)

Item 2: Approval, as per article 108 of law 4548/2018, of the overall management for the financial year 2019 (1.1.2019 - 31.12.2019) and discharge of the Statutory Certified Auditors for the financial year 2019, in accordance with article 117 of law 4548/2018.

The General Meeting approved the overall management by the Members of the Board of Directors for the financial year 2019 (1.1.2019 - 31.12.2019), as per article 108 of law 4548/2018, as well as the discharge, in accordance with article 117 of law 4548/2018, of the Statutory Certified Auditors from any liability for their actions and for the audit of the Financial Statements respectively.

VALID VOTES: 671,294,074 (99.42%) ABSTENTION: 3,885,205 (0.58%) VOID VOTES: 0 (0.00%)
FOR: 663,831,270 (98.32%)
AGAINST: 7,462,804 (1.11%)

Item 3: Election of Statutory Certified Auditors for the financial year 2020 (1.1.2020 - 31.12.2020) and approval of their remuneration.

The General Meeting approved the election of the audit firm with the corporate name "Deloitte Certified Public Accountants S.A." and the trade name "Deloitte" (The Institute of Certified Public Accountants of Greece Registration No E 120) to carry out the regular audit of the Bank's stand alone and consolidated Financial Statements for the period from 1.1.2020 to 31.12.2020 as well as the remuneration of the audit firm for auditing the (stand alone and consolidated) Financial Statements of the Bank for the year 2020 amounting to Euro 1,519,310 plus V.A.T.

VALID VOTES: 675,111,516 (99.99%) ABSTENTION: 67,763 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 642,508,116 (95.16%)
AGAINST: 32,603,400 (4.83%)

Item 4: Approval of the Members of the Board of Directors' remuneration for the financial year 2019 (1.1.2019 - 31.12.2019).

The General Meeting approved the remuneration of the Non-Executive Members of the Board of Directors, including the Non-Executive Independent Members, in their capacity as Members, for the financial year 2019, amounting to a total of Euro 1,101,083.33.

VALID VOTES: 675,111,516 (99.99%) ABSTENTION: 67,763 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 642,524,682 (95.16%)
AGAINST: 32,586,834 (4.83 %)

Item 5: Approval, in accordance with article 109 of law 4548/2018, of the advance payment of remuneration to the Members of the Board of Directors for the financial year 2020 (1.1.2020 - 31.12.2020).

The General Meeting approved, in accordance with article 109 of law 4548/2018, the advance payment of remuneration to the Members of the Board of Directors, in their capacity as Members, for the financial year 2020 (1.1.2020 - 31.12.2020), amounting to a total of Euro 1,121,625.00 (gross).

VALID VOTES: 675,094,550 (99.99%) ABSTENTION: 84,729 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 642,508,116 (95.16%)
AGAINST: 32,586,434 (4.83%)

Item 6: Deliberation and advisory vote on the Remuneration Report, in accordance with article 112 of law 4548/2018.

The General Meeting cast a positive vote on the Remuneration Report for the year 2019, in accordance with article 112 of law 4548/2018.

VALID VOTES: 675,111,516 (99.99%) ABSTENTION: 67,763 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 642,522,882 (95.16%)
AGAINST: 32,588,634 (4.83%)

Item 7: Establishment of a stock options plan for Members of the Management and of the Personnel of the Bank and its affiliated companies, within the meaning of article 32 of law 4308/2014, in the form of stock options rights by issuing new shares, in accordance with article 113 of law 4548/2018 and granting of authorization to the Board of Directors to settle procedural issues and details.

The General Meeting approved the establishment and implementation of a five-year Stock Options Plan in the form of stock options rights by issuing new shares, in accordance with article 113 of law 4548/2018, to Members of the Management and of the Personnel of the Bank and its affiliated companies, within the meaning of article 32 of law 4308/2014, in accordance with the terms below. In addition, the General Meeting approved the assignment to the Board of Directors of the task to determine the beneficiaries, the terms of options' awarding as well as the remaining terms and conditions of the Plan, in accordance with the applicable regulatory and legal framework and the Bank's policies.

According to the terms of the Plan approved by the General Meeting:

- i. in order to satisfy the option rights that will be exercised, the Bank will proceed with a corresponding share capital increase and with the issuance of new shares (the "New Shares");
- ii. the maximum number of rights that can be approved will be 23,155,490 rights, each of which will correspond to one New Share, i.e. in case all option rights are exercised up to 23,155,490 New common registered Shares of the Bank in total will be allocated, a number corresponding to 1.5% of the current paid-in share capital;
- iii. the beneficiaries are Members of the Management and of the Personnel of the Bank and its affiliated companies, within the meaning of article 32 of law 4308/2014 (the "Beneficiaries"). The Beneficiaries will be determined pursuant to the provisions of the Capital Requirements Directive (CRD) IV, the EBA Guidelines on Sound Remuneration Policies and Decision 158/2019 of the Bank of Greece but subject (for so long as they are in force) to the restrictions imposed by virtue of the HFSF law 3864/2010 on granting any kind of bonuses to Directors and Senior Management;
- iv. the offer price of each New Share is equal to the nominal value of the share, i.e. Euro 0.30.

VALID VOTES: 844,285,683 (99.99%) ABSTENTION: 67,763 (0.01%) VOID VOTES: 0 (0.00%)
FOR: 796,873,633 (94.38%)
AGAINST: 47,412,050 (5.62%)

- Item 8:** (a) **Announcement on the election of Members of the Board of Directors in replacement of Members who resigned.**
(b) **Appointment of Independent Members of the Board of Directors.**
(c) **Composition of the Committees of the Board of Directors apart from the Audit Committee (for which see Item 9).**

(a) The General Meeting was informed that, in accordance with article 82 par. 1 of law 4548/2018, the Board of Directors at its meeting held on 25.6.2020 proceeded with the election of Mr. Dimitris C. Tsitsiragos and Ms. Elanor R. Hardwick as Members of the Board of Directors of the Bank, effective as of 2.7.2020, in replacement of Mr. Demetrios P. Mantzounis and Mr. George C. Aronis who resigned on 31.12.2019 and 31.1.2020 respectively. Their tenure shall be equal to the remaining tenure of the Members who stepped down.

(b) The General Meeting approved the appointment of Mr. Dimitris C. Tsitsiragos and of Ms. Elanor R. Hardwick, who fulfill the independence conditions and criteria, according to the applicable legal and regulatory framework, as Non-Executive Independent Members of the Board of Directors of the Bank. Their tenure shall be equal to the remainder of the tenure of the rest of the Members of the Board of Directors of the Bank, as this was determined during their election by the resolution of the Ordinary General Meeting of Shareholders dated 29.6.2018.

Item 8.B.1 Dimitris C. Tsitsiragos, Non-Executive Independent Member

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 669,559,692 (99.17%)
AGAINST: 5,471,324 (0.81%)

Item 8.B.2 Elanor R. Hardwick, Non-Executive Independent Member

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 674,981,016 (99.97%)
AGAINST: 50,000 (0.01%)

(c) The General Meeting, following the appointment of the two new Non-Executive Independent Members, approved the composition of the Committees of the Board of Directors, apart from the Audit Committee (for which see Item 9).

In the event of resignation or removal from office (for any reason) of a Member or Members of the below Committees of the Board of Directors, the General Meeting of Shareholders granted authorization to the Board of Directors to elect a replacement/replacements among its Members for the existing vacancy/ies in any of the below Committees.

Item 8.C.1 Risk Management Committee

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 667,633,086 (98.88%)
AGAINST: 7,397,930 (1.10%)

Item 8.C.2 Remuneration Committee

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 667,568,285 (98.87%)
AGAINST: 7,462,731 (1.11%)

Item 8.C.3 Corporate Governance and Nominations Committee

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 672,706,397 (99.63%)
AGAINST: 2,324,619 (0.34%)

Item 9: Composition of the Audit Committee.

The General Meeting approved the appointment, in application of article 44 of law 4449/2017, of the following Members of the Board of Directors to the Audit Committee.

Item 9.1 Efthimios O. Vidalis

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 654,044,254 (96.87%)
AGAINST: 20,986,762 (3.11%)

Item 9.2 Carolyn G. Dittmeier

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 674,981,016 (99.97%)
AGAINST: 50,000 (0.01%)

Item 9.3 Elanor R. Hardwick

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 674,981,016 (99.97%)
AGAINST: 50,000 (0.01%)

Item 9.4 Johannes Herman Frederik G. Umbgrove

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 653,794,144 (96.83%)
AGAINST: 21,236,872 (3.15%)

Item 9.5 Jan A. Vanhevel

VALID VOTES: 675,031,016 (99.98%) ABSTENTION: 148,263 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 674,981,016 (99.97%)
AGAINST: 50,000 (0.01%)

The Audit Committee of the Bank constitutes a Committee of the Board of Directors, which is comprised of five (5) of its Members in total and, in particular, of three (3) Non-Executive Independent Members and of two (2) Non-Executive Members, whose tenure ends at the Ordinary General Meeting of the year 2022.

The above persons have a proven excellent track record of knowledge of the banking and financial sector in general and their participation in the Audit Committee shall ensure

the proper exercise of the responsibilities of the said Committee, stipulated by the law and by the regulatory framework. Out of the above Non-Executive Independent Members of the Board of Directors, at least one possesses adequate auditing and accounting knowledge and experience.

Item 10: Granting of authority, in accordance with article 98 of law 4548/2018, to Members of the Board of Directors and the General Management as well as to Managers to participate in the boards of directors or in the management of companies having purposes similar to those of the Bank.

The General Meeting approved the granting of authority to the Members of the Board of Directors and to other Executives of the Bank 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.

VALID VOTES: 675,031,516 (99.98%) ABSTENTION: 147,763 (0.02%) VOID VOTES: 0 (0.00%)
FOR: 640,348,250 (94.84%)
AGAINST: 34,683,266 (5.14%)
