

**Annual
General Meeting of Shareholders
of National Bank of Greece S.A.**

July 28th, 2022 - Thursday - 11:00 am

Today, Thursday, July 28th, 2022 at 11:00 am, the Annual General Meeting (GM) of Shareholders of National Bank of Greece convened remotely in real-time via teleconference.

In accordance with Article 13 of the Bank's Articles of Association, the Chair of the Board of Directors, Mr. Gikas Hardouvelis, provisionally chairs the GM, and in line with the aforementioned Article of the Articles of Association, appoints as provisional Secretaries of the GM the shareholders Mr. Panos Dasmanoglou and Mr. Nikolaos Giannopoulos and refers to the fulfillment of formalities regarding the convocation of the GM of Shareholders.

The present Annual GM of Shareholders is convened remotely in real-time via teleconference in accordance with L. 4548/2018 "Reform of the legal framework on Sociétés Anonymes" (articles 120 par. 3 and 125 par. 1) and articles 11 and 12 of the Bank's Articles of Association, within the context of the measures that the Bank takes against the spread of Covid-19, and following the relevant decision of the Board of Directors dated 30.06.2022 and takes place by open vote in accordance with article 131 par. 2 of L. 4548/2018.

The respective Invitation to the General Meeting of Shareholders was drawn up in accordance with the Law and the Bank's Articles of Association, was timely posted on a prominent position of the Bank's central branch and was published on July 5th, 2022 on its website, in line with the provisions of article 123 par. 5 of L. 4548/2018 and article 11 par. 3 of the Bank's Articles of Association. In line with article 232 of L. 4072/2012, the Bank announced the relevant publication of the Invitation on its website to the General Commercial Registry and the Invitation was also published on General Commercial Registry's website in accordance with article 2 of L. 4250/2014. Finally, all information prescribed by article 123 par. 3 and 4 of L. 4548/2018 for more complete information of shareholders on each item of the daily agenda (among others, the draft resolution for each item of the daily agenda or relevant remark of the Board of Directors), along with the procedures for remote participation at the General Meeting, was timely published and remained posted on the Bank's website.

The Bank's financial statements – Parent Bank and Consolidated - of December 31st, 2021 were approved by the Board of Directors on March 15th, 2022 and published on the Bank's website and will be submitted to the Ministry of Development and Investments, General Secretariat for Commerce and Consumer Protection, following their approval by the present General Meeting in accordance with article 149 of L. 4548/2018.

In accordance with the Law and the Bank's Articles of Association and as mentioned in the Invitation published, status of shareholder of the Bank, in order to participate at the present GM, shall exist on July 23rd, 2022 (Record Date), i.e. at the start of the fifth day prior to the present date of the GM.

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ITEM 9: Increase of the number of Board members from twelve (12) to thirteen (13) and election of a new Board member for the fulfillment of the new position in the Board of Directors. Determination of new Board member as Independent Non-Executive Director.

CHAIR: In accordance with Article 17 of the Bank's Articles of Association, the Bank is managed by a Board of Directors, consisting of 7 to 15 members; the exact number of members is each time determined by the General Meeting of Shareholders, which also determines the directors that shall be independent. In accordance with Article 18, Directors are elected for a term that shall not exceed three (3) years, which ends at the Annual General Meeting of the year in which such term expires and can be re-elected for an indefinite number of terms, subject to meeting the requirements set by the applicable legal and regulatory framework, as each time in force.

Pursuant to resolution of the latest Annual General Meeting of Shareholders held on 30.07.2021, twelve (12) Directors were elected on the Board of Directors. With a view to further extending diversity of knowledge, skills and experience available at Board level and while considering the provisions of the applicable framework, including Law 4548/2018, Law 4706/2020, Law 4261/2014, Law 3864/2010, as well as the Relationship Framework Agreement (RFA) between the Bank and the Hellenic Financial Stability Fund, all as in force, the need to have sufficient directors to structure Board Committees appropriately, the Bank's business and strategic objectives, challenges, risks, the Board's strategy and dynamics, the Bank's governance model, needs and target profile of the Board, the Board of Directors, following recommendation by the Corporate Governance and Nominations Committee, proposes to the Annual General Meeting the increase of the number of Board members by one (1), so that the total number of Board members shall be thirteen (13).

Within this context, the Board of Directors, following recommendation by the Corporate Governance and Nominations Committee, proposes to the Annual General Meeting the election of the below new Board member, in fulfilment of the new position in the Board of Directors, and his determination as an Independent Non-Executive Director (in addition to the Independent Directors determined by the AGM of 30.07.2021), with a term equal to the remaining Board members, i.e. up to the Annual General Meeting of 2024.

Election of Mr. Athanasios Zarkalis as new Independent Non-Executive member of the Board of Directors

It is proposed that Mr. Athanasios Zarkalis is elected as an Independent Non-Executive Director of the BoD. With more than 30 years in diverse and highly competitive business environments, 20 of which in the telecommunications sector, Mr. Zarkalis possesses extensive experience having served in positions of increasing responsibility, culminating in his most recent role as the Chairman and Chief Executive Officer of Wind Hellas. Mr. Zarkalis started his career in the fast-moving consumer goods (FMCG) sector (Procter & Gamble, Tasty Goods, Ford James Corporation), where he remained until 1999, when he moved to the telecommunications industry. In his 20-year career in telecommunications, he has assumed senior positions, initially in the commercial sector of Vodafone Greece and subsequently (2007) to Hellas Online (HOL) as Chief Executive Officer.

The proposed member:

- ✓ fulfils the minimum requirements provided in the regulatory and internal framework with regard to qualifying criteria for Board membership, eligibility criteria stipulated in Law 3864/2010 (HFSF Law), as lastly amended by Law 4941/2022 and in force, while he does not possess any professional capacity which is incompatible with NBG Board member capacity, in accordance with the provisions of NBG Corporate Governance Code;
- ✓ meets the minimum suitability (fit and proper) criteria set out in the regulatory framework and the Bank's internal policies, namely:

- knowledge, skills and experience;
 - reputation, honesty and integrity;
 - independence of mind/no conflicts of interest;
 - sufficient time commitment to the exercise of his duties, thereby meeting time commitment requirements;
- ✓ has confirmed that there is no legal impediment to his election as per article 3 para 4 of Law 4706/2020, as in force;
- ✓ meets the independence requirements laid down in the Greek legal framework and especially Article 9 of Law 4706/2020, NBG's Corporate Governance Code and the European Commission Recommendation 2005/162, all as in force; and
- ✓ complements the Board collective suitability.

Furthermore, in the context of the proposed election as new member of the Board, the attendance of relevant training in banking sector issues is provisioned.

The individual profile of the proposed candidate BoD member, which includes justification for proposing the candidate Board member, detailed curriculum vitae and ascertainment of suitability criteria in accordance with the Bank's Board Suitability Policy, as well as ascertainment of the fulfilment of independency criteria, is available for the shareholders on the Bank's website at:

<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>

It is noted that, in accordance with the provisions of the legal and regulatory framework, the election of credit institutions' new Board members is subject to approval and constant review by the Single Supervisory Mechanism (SSM) of the European Central Bank.

At this point the Chair calls the General Meeting of Shareholders to decide regarding Item 9 of the daily agenda.

The Chair reminds that following the above approval of the GM, voting shall take place jointly for all items of the daily agenda, after proposals on the rest items of the agenda are read, through filling in the electronic ballot available on the Internet Platform, which explicitly refers to the number of votes which shareholders represent.

Further, it is noted that shareholders wishing to vote against or abstain from voting and at the same time for their opinion to be recorded to the GM Minutes, shall address, within the day, the GM Secretariat using contact information with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements, available in the Invitation to the GM.

The question is posed to the General Meeting whether it approves the above way of voting.

Shareholders approve the above way of voting in line with the proposal of the Chair.

Proceeding with the next item on the agenda.

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ITEM 10: Redetermination of the number and the qualities of the Audit Committee members.

CHAIR: With regard to the number of Board Audit Committee members, the Annual General Meeting of Shareholders of 30.07.2021 had decided that the Audit Committee consisted of six (6) non-executive Board members, of which five (5) would be independent according to the provisions of Article 9 par. 1 and 2 of Law 4706/2020 and one (1) would be the HFSF Representative on the Bank's Board, in accordance with Law 3864/2010 and the Relationship Framework Agreement (RFA) between the Bank and the HFSF.

In accordance with Article 44 par. 1 of Law 4449/2017, the Relationship Framework Agreement (RFA) between the Bank and the HFSF, as well as the Audit Committee Charter, the Audit Committee shall consist of at least three (3) Board members, while, in line with the RFA and the Audit Committee Charter, the maximum number of Audit Committee members cannot exceed 40% (rounded to the nearest whole number) of total Board Members, excluding the HFSF Representative. All members of the Committee shall be non-executive Board members, while 75% (rounded to the nearest whole number) of the members (excluding the HFSF Representative), including the Chair, shall be independent non-executive Board members, as per the definition of director independence included in the legal and regulatory framework in force.

In that context, in accordance with article 44 par. 1 case b) of Law 4449/2017, as well as the Audit Committee Charter, the Board of Directors, on the recommendation of the Corporate Governance and Nominations Committee, proposes to the General Meeting that the Audit Committee consists of five (5) non-executive Board members, of which four (4) will be independent according to the provisions of Article 9 par. 1 and 2 of Law 4706/2020 and one (1) will be the HFSF Representative on the Bank's Board, in accordance with Law 3864/2010 and the Relationship Framework Agreement (RFA) between the Bank and the HFSF, as in force.

It is also proposed that:

- ❖ Audit Committee members will be appointed by the Board of Directors in accordance with Article 44 par. 1 case c) of Law 4449/2017 as in force and the Audit Committee Charter. As determined by the Annual General Meeting of Shareholders of 30.07.2021, Audit Committee members shall satisfy the appropriateness criteria/qualifications set out in Article 44 of Law 4449/2017, as well as in the Audit Committee Charter.
- ❖ Following the appointment of members of the Committee by the Board of Directors, the Committee will constitute into a body to appoint its Chair and Vice-Chair from among its independent members.

It is noted that, the term of office of the Committee members that will be appointed by the Board of Directors in line with the above will be as determined by the Annual General Meeting of Shareholders of 30.07.2021, i.e., until the Annual General Meeting of year 2024 and shall, in any case, automatically expire if they cease to be members of the NBG Board. In the event of resignation, death or forfeiture, the Board of Directors will appoint, from among its existing members, a new member in replacement thereof, for the remaining term of office of the member replaced, in accordance, with par. 1 and 2 of Article 82 of L. 4548/2018, which, if applicable, apply mutatis mutandis.

At this point the Chair calls the General Meeting of Shareholders to decide regarding Item 10 of the daily agenda.

The Chair reminds that following the above approval of the GM, voting shall take place jointly for all items of the daily agenda, after proposals on the rest items of the agenda are read, through

filling in the electronic ballot available on the Internet Platform, which explicitly refers to the number of votes which shareholders represent.

Further, it is noted that shareholders wishing to vote against or abstain from voting and at the same time for their opinion to be recorded to the GM Minutes, shall address, within the day, the GM Secretariat using contact information with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements, available in the Invitation to the GM.

The question is posed to the General Meeting whether it approves the above way of voting.

Shareholders approve the above way of voting in line with the proposal of the Chair.

Proceeding with the next item on the agenda.

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CONDUCT OF VOTING:

After voting has taken place and the votes from the ballots have been counted, the following are announced:

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Item 9:

The General Meeting approved the increase of the number of Board members from twelve (12) to thirteen (13), elected a new Board member for the fulfillment of the new position in the Board of Directors, and determined the new Board member as Independent Non-Executive Director, as follows:

- Election of Mr. Athanasios Zarkalis as new Independent Non-Executive member of the Board of Directors.

It is noted that, in accordance with the provisions of the legal and regulatory framework, the election of credit institutions' new Board members is subject to approval and constant review by the Single Supervisory Mechanism (SSM) of the European Central Bank.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
684,246,982	98.88%	7,767,837	1.12%	12,292	0.00%

Item 10:

The General Meeting redetermined the number and the qualities of the Audit Committee members.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
688,137,698	99.44%	3,876,221	0.56 %	13,192	0.00%

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Following the announcement of voting results, the Chair of the General Meeting Mr. Gikas Hardouvelis declares the meeting closed at 14:00 pm.

***NATIONAL BANK OF GREECE S.A.
Extract from the original Meeting Minutes of
the Annual General Meeting of Shareholders of 28/7/2022***

Athens, August 10th, 2022

The Secretaries

Panos Dasmanoglou

Nikolaos Giannopoulos