



## **NATIONAL BANK OF GREECE S.A.**

### **Resolutions of the 2022 Annual General Assembly of NBG**

National Bank of Greece (“the Bank”) announces that the Annual General Meeting of its Shareholders was held today, 28 July 2022, at 11:00 a.m., remotely in real-time via teleconference.

The General Meeting convened with a quorum of:

- in respect of Items 1-2, 4-5 and 8-14 of the Agenda, 75.65% of total common voting shares
- in respect of item 7 of the Agenda, 75.65% of total common voting shares;

and adopted the following resolutions:

- Approved, following submission of the Board of Directors’ and the Auditors’ Reports, the Annual Financial Statements of the Bank and the Group for the financial year 2021 (1.1.2021 – 31.12.2021).
- Approved the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharged the Auditors of the Bank, with respect to the financial year 2021 (1.1.2021 – 31.12.2021), in accordance with par. 1 case c) of article 117 of Law 4548/2018.
- Elected certified auditors “PriceWaterhouseCoopers (PwC)” to undertake the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2022 and determined their remuneration.
- Approved i) the demerger of the Bank by demerging the business sector of acquiring of payment transactions (merchant acquiring) and contributing it to an established company under the name “NBG PAY SINGLE MEMBER SOCIETE ANONYME” pursuant to articles 54 para. 3, 57 para. 2, 58-73, 83-87 and 140 para. 3 of law 4601/2019 and article 16 para. 18 of law 2515/1997, as well as the relevant provisions of law 4548/2018, as applicable and in force, to be licensed as a

payment institution, pursuant to law 4537/2018, as in force, and ii) the Draft Demerger Deed, dated 31.05.2022, and granted authorisations.

- Approved the offsetting of a) special reserve of article 31, par. 2, Law 4548/2018 (former special reserve of article 4, par. 4a, Law 2190/1920) €5,014,165,089.90 and b) part of the share premium account of €10,323,602,529.78, with accumulated accounting losses €15,337,767,619.68, according to articles 31, par. 2 and 35, par. 3, case b) of Law 4548/2018, as in force, and granted authorisations.

It is noted that this resolution is subject to the approval of the competent regulatory authorities.

- 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.

- Redetermined the number and the qualities of the Audit Committee members.
- Approved the revised Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.
- Approved the remuneration of the members of the Board of Directors of the Bank for the financial year 2021 and determined their remuneration through to the AGM of 2023 in accordance with Article 109 of Law 4548/2018.
- Casted a positive vote on the fiscal year 2021 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.
- Approved the revised Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.

Athens, July 28<sup>th</sup>, 2022