



**FORM OF PROXY  
FOR PARTICIPATING REMOTELY BY TELECONFERENCE AT THE ANNUAL GENERAL  
MEETING OF THE SHAREHOLDERS OF THE NATIONAL BANK OF GREECE  
ON JULY 28<sup>th</sup>, 2022**

The undersigned shareholder of the National Bank of Greece S.A., or the legal representative thereof,

<b>Name/Company Name</b>	
<b>Name and Identity card/Passport number of the company's representative signing the form (for legal entities only)</b>	
<b>Address/Registered Office</b>	
<b>ID card or Passport Number /Company's Register Number</b>	
<b>Mobile Phone</b>	
<b>E-mail</b>	
<b>Dematerialized Securities System (DSS) No.</b>	
<b>Number of Shares</b>	<input type="checkbox"/> For the total number for which I will have a voting right on the Record Date, as this is stated in the Invitation to the AGM.  <input type="checkbox"/> ..... (exact number of shares)

**Hereby authorize and appoint:**

***[Please note that you can appoint, as follows, one (1) proxy holder of your choice.]***

Mr. Pavlos Mylonas, Chief Executive Officer, resident of Athens (82-84, Eolou Str.), or

Mr. Gikas Hardouvelis, Chair of the Board of Directors, resident of Athens (86, Eolou Str.)

**OR**

**1.** Mr./Mrs. .... (father's name)  
 ....., resident of....., Street  
 ..... No. ...., holder of ID/Passport Number  
 ....., email..... and Mobile Phone  
 Number.....

to represent me at the forthcoming Annual General Meeting of Shareholders of the National Bank of Greece, to be held on **Thursday, July 28<sup>th</sup> 2022 at 11:00 am**, remotely in real-time by teleconference or at the repeat meeting thereof, **take part in discussion** and **vote** as my proxy on my behalf with the total number of ordinary shares I own or hold the voting rights to on the Record Date, as stated in the Invitation of the Annual General Meeting, at their absolute discretion or in accordance with the following instructions in relation to the agenda items listed below, as follows:

*[Please note 'x' to indicate how you wish to vote. In absence of specific voting instructions, it is considered that authorization to vote at their absolute discretion has been granted to the proxy holder].*

	<b>ITEMS OF THE AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>ITEM 1:</b>	Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2021 (1.1.2021 – 31.12.2021), and submission of the respective Auditors' Report.			
<b>ITEM 2:</b>	Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2021 (1.1.2021 – 31.12.2021).			
<b>ITEM 3:</b>	Submission of the Audit Committee Report on its activities during 2021, pursuant to Article 44 par. 1 case i) of Greek Law 4449/2017, which is included, as a separate section, in the Annual Financial Statements of the Bank and the Group for the financial year 2021 (1.1.2021 – 31.12.2021).	<b>WITHOUT VOTING</b>		
<b>ITEM 4:</b>	Approval of the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharge of 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.			

<b>ITEM 5:</b>	Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2022, and determination of their remuneration.			
<b>ITEM 6:</b>	Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.	<b>WITHOUT VOTING</b>		
<b>ITEM 7:</b>	(a) Approval of: (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 "NBS 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) of the Draft Demerger Deed, dated 31.05.2022. (b) Granting of authorisations.			
<b>ITEM 8:</b>	(a) Approval of the offsetting of a) special reserve of article 31, par. 2, L.4548/ 2018 (former special reserve of article 4, par. 4a, L.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. (b) Granting of authorisations.			
<b>ITEM 9:</b>	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.			
<b>ITEM 10:</b>	Redetermination of the number and the qualities of the Audit Committee members.			
<b>ITEM 11:</b>	Approval of the revised Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.			

<b>ITEM 12:</b>	Approval of the remuneration of the members of the Board of Directors of the Bank for the financial year 2021 and determination of their remuneration through to the AGM of 2023 in accordance with Article 109 of Law 4548/2018.			
<b>ITEM 13:</b>	Submission for discussion and advisory vote on the fiscal year 2021 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.			
<b>ITEM 14:</b>	Approval of the revised Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.			

A revocation of the present document must be notified in writing or by electronic means to the Bank at least forty-eight (48) hours before the corresponding date of the General Meeting.

I further state that I approve and confirm all acts of the above proxy in connection with this power of attorney.

....., ..... **2022**  
*(place, date)*

**The appointing person**

.....  
*(signature & full name of the shareholder or details of the legal entity & signature & full name of the company's representative)*

**It is hereby certified (by the Greek consulate authorities or any NBG branch) that the above signature appears genuine.**

This document must be filled-in, signed, with the signature authenticated, and filed with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements (ground floor, 93 Eolou St., Athens) or any branch of the Bank's network, or sent by fax to +30 2103343410 and +30 2103343095, or digitally signed by using a recognized digital signature (qualified certificate) by the representative or shareholder by e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) **at least forty-eight (48) hours prior to the date of the General Meeting, i.e. by 11.00 am on 26.07.2022 at the latest.**