



**FORM OF MAIL VOTE  
FOR VOTING REMOTELY BEFORE THE ANNUAL GENERAL MEETING OF THE  
SHAREHOLDERS OF NATIONAL BANK OF GREECE ON JULY 28<sup>th</sup>, 2022  
OR THE REPEAT MEETING THEREOF**

The undersigned Shareholder of National Bank of Greece S.A., or the legal representative or proxy holder 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)

With the present document I am notifying you:

*(please mark your choices with a '✓').*

- Of my vote
- Of the vote of the Shareholder that I represent

on the items of the Annual General Meeting of Shareholders of the Bank on July 28<sup>th</sup>,2022 at 11:00 am, as follows:

	<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 "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) 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.			

## Notes

1. This document completed and signed, with the signature authenticated, is sent to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements, at: ground floor, 93 Eolou St., 10551 Athens Greece or by fax to +30 2103343410 and +30 2103343095, or is filed with any branch of the Bank's network, or is sent digitally signed by using a recognized digital signature (qualified certificate) by the representative or the shareholder or the proxy, via e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) **at least twenty-four (24) hours before the date of the AGM (i.e. by 11.00 am on 27.07.2022 at the latest)**

**and in case of Repeat General Meeting on 03.08.2022 by 11.00 am on 02.08.2022 at the latest.**

2. If the present mail vote is transmitted by a shareholder proxy, the appointment of the proxy must be made **at least forty-eight (48) hours before the date of the General Meeting, i.e. by 11:00 am on 26.07.2022 at the latest.** Following that date, it will not be possible to participate by proxy at the vote that will take place before the General Meeting.

....., ..... **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.**