



NATIONAL BANK OF GREECE S.A.

RESULTS OF VOTING

at the Bank's Annual General Meeting of Shareholders

held on 28 July 2022

(under article 133 par.2 of Law 4548/2018, and par. 4.1.3.3 of the Athens Exchange Rulebook)

The Annual General Meeting of Shareholders of the National Bank of Greece, held on Thursday, 28 July 2022, at 11:00 a.m., remotely in real-time via teleconference was attended, in person or by proxy:

- in respect of items 1-2, 4-5 and 8-14 of the Agenda, by Shareholders representing **692,027,111** common voting shares, of a total of **914,715,153** common voting shares, i.e. **75.65%** of the share capital with voting rights.
- in respect of item 7 of the Agenda, by Shareholders representing **692,027,111** common voting shares, of a total of **914,715,153** common voting shares, i.e. **75.65%** of the share capital with voting rights.

The General Meeting formed a quorum and was duly convened to deliberate on all the items on the Agenda, in compliance with the Bank's Articles of Association, Law 4548/2018 and Law 3864/2010, as in force, taking the following decisions:

ITEM 1: 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.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting approved the Board of Directors' Report and was informed on the respective Auditors' Report on the Annual Financial Statements of the Bank and the Group for the financial year 2021 (1.1.2021 – 31.12.2021).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
687,815,274	99.39 %	2,548	0.00%	4,209,289	0.61%

Item 2: 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).

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting approved the Annual Financial Statements of the Bank and the Group for the financial year 2021 (1.1.2021 – 31.12.2021), as approved by the Board of Directors.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
687,815,274	99.39%	2,548	0.00%	4,209,289	0.61%

Item 3: 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).

This agenda item concerns submission to the General Meeting in accordance with Article 44 par. 1 case i) of Law 4449/2017 as in force and is not put to a vote.

Item 4: 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.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
685,343,698	99.03%	2,045,847	0.30%	4,637,566	0.67%

Item 5: 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.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
679,512,768	98.19%	8,212,272	1.19%	4,302,071	0.62%

Item 6: Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.

This agenda item concerns submission to the General Meeting in accordance with Article 9 par. 5 of Law 4706/2020 as in force and is not put to a vote.

Item 7: (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.

Quorum required: 50% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
691,903,528	99.98%	3,781	0.00%	119,802	0.02%

Item 8: (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.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
692,009,615	100.00%	2,828	0.00%	14,668	0.00%

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.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

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

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

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%

Item 11: Approval of the revised Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting approved the revised Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
683,821,421	98.81%	8,192,252	1.18%	13,438	0.00%

Item 12: 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.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
690,336,632	99.76%	1,677,124	0.24%	13,355	0.00%

Item 13: Submission for discussion and advisory vote on the fiscal year 2021 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting casted a positive vote on the fiscal year 2021 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
659,174,666	95.25%	32,839,133	4.75%	13,312	0.00%

Item 14: Approval of the revised Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 75.65% of the total common voting shares

The General Meeting approved the revised Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
692,009,432	100.00%	1,885	0.00%	15,794	0.00 %