



## NATIONAL BANK OF GREECE

### AGM: SHAREHOLDER MANUAL

#### **A. Getting information**

1. **How can I find out about the agenda of the Annual General Meeting (hereafter “AGM” or “GM”) of shareholders and read more about the proposed resolutions and other related documents? What languages is this information available in?**

*To learn more about the issues on the agenda of the GM you can: a) [visit the Bank’s website – General Meetings webpage](#), b) visit our central offices or any of our branches, c) [visit the ATHEX \(Athens Exchange\) website](#), or d) look out for our publications in the daily or weekly press.*

*For explanations about proposed resolutions and related documents you can [visit the Bank’s website – General Meetings webpage](#).*

*The information is provided in Greek and English.*

2. **How can I find out about the final resolutions of the AGM or read the Minutes of the Meeting?**

*Following the AGM, the resolutions on matters relating to the agenda are posted on the Bank’s website, while the key points are posted also on the ATHEX website and sent as a press release to the daily and weekly press. Resolutions that are stipulated by law are also published in the Companies Bulletin of the Ministry of Economy, Competitiveness and Shipping.*

*The Minutes of the AGM are available only to those Shareholders who attended. To obtain a copy of the minutes, the said Shareholders must file a request with the relevant authority, i.e. the Ministry of Economy, Competitiveness and Shipping. Note, however, that the resolutions, results of voting and the main presentations and proposals of Management to the GM will be posted on the Bank’s website.*



### 3. Where can I get more information about the AGM?

*You can ask for more details at the Bank's BoD Secretariat & Shareholder Services or the Investor Relations service by phone, fax and email. Shareholder Services: tel. +30 210-3343414, /16, /21, /26, /28, /60, /94, fax: +30 210-3343404, /06, /10 (Michael Frousios, e-mail: [mfrousios@nbg.gr](mailto:mfrousios@nbg.gr)); Investor Relations: tel. +30 210-3342310, 3341537 (Gregory Papagrigoris, Popi Tziraki, e-mail: [IR@nbg.gr](mailto:IR@nbg.gr) ).*

## **B. Participation in the AGM**

### 1. When and where will be the AGM be held?

*The next AGM will take place on **Friday, 21 May 2010**, at **12:00** at the Megaro Mela, 93 Eolou Street, downtown Athens.*

### 2. What should I do in order to participate in the AGM?

*To be eligible to participate in the AGM, you should get your Securities Account Operator to block your shares in the Dematerialized Securities System (DSS) of the Athens Exchange. If you so wish, you can authorize us to have your shares blocked for you (Shareholder Services: tel. +30 210-3343414, /16, /21, /26, /28, /60, /94, fax: +30 210-3343404, /06, /10). To do this, fill in the relevant application form, which you can download from our website (**"AUTHORIZATION TO BLOCK SHARES FOR THE PURPOSES OF PARTICIPATION IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NATIONAL BANK OF GREECE TO BE HELD ON 21 MAY 2010 AND ANY REPEAT MEETINGS"**).*

*Send the completed form by fax to our BoD Secretariat & Shareholder Services, and we shall then process it for you (fax +30 210-3343404, /06, /10).*

*Shareholders should block their shares 5 days before the AGM. Shareholders who block their shares after the deadline can only be registered on the participating shareholders list at the AGM following a relevant motion and approval by the said AGM. Customarily the AGM accepts the participation of such late applicants.*

*Shareholders who have blocked their shares in order to participate in the GM but then decide to unblock them can do so easily via their Securities Account Operator at any time prior to the commencement of the AGM. Of course, such shares as are unblocked will be removed from the participating shareholders list.*



*Shares blocked at least 5 days before the date of the GM will be duly entered on the participating shareholders list, with entitlement to vote. Shareholder details on the list will include name, number of shares and votes held, the name of the proxy (if applicable), and the address of the Shareholder (or his proxy). Pursuant to article 13 of the Bank's Articles of Association, the said participating shareholders list shall be displayed in a prominent position of the Head Office 48 hours before any GM for the information of all shareholders. Late applicants who failed to block their shares within the 5-day deadline will be entered on the final list of attending shareholders in the Minutes of the GM provided their participation has been approved by the GM and they are in fact present.*

*Shareholders that are legal entities must also, in accordance with the law, submit their legalization documents to the Bank within the same deadline, unless they have already supplied them to an NBG Unit, in which case they need only specify in their proxy the NBG Unit where their documents are held.*

*Similarly, shareholders who wish to participate in the GM by proxy should deliver their proxy documents to the Bank by the same deadline.*

*In the entrance hall of the building where the Meeting is held, a computing reception area will be set up to carry out the obligatory registration of participants, including those who blocked their shares after the 5-day deadline.*

### **3. How can I take the floor during the AGM?**

*Upon their arrival and up to the time that the Chairman completes his address to the GM, participating shareholders, if they so wish, can declare their intention to take the floor and address the Meeting. Accordingly, during the course of the Meeting, the Chairman invites the shareholders who have indicated their wish to speak to take the floor.*

### **4. What is the procedure for submitting questions to the Bank's Management before and during the AGM?**

*Besides the entitlement of shareholders under the Companies Act, during the course of the Meeting any shareholder attending can ask to take the floor, as above, and air their views or ask questions on the agenda. Alternatively, those shareholders attending may send or submit a letter to the Chairman of the Meeting. Address: NATIONAL BANK OF GREECE, BoD Secretariat & Shareholder Services, Shareholder Services Sub-Division, 93 Eolou Street, Athens 10232 (Shareholder Services: tel. +30 210-3343414, /16, /21, /26, /28, /60, /94, fax +30 210-3343404, /06, /10).*



## **C. Voting**

### **1. What is the procedure for representation of shareholders at the AGM?**

*Representation of shareholders at the AGM may be carried out by the Bank or by the shareholders themselves via their Securities Account Operator in the DSS of the Athens Exchange. Shareholders may be represented by the Chairman of the Board of Directors by virtue of proxy authorization. You can download the relevant authorization form and the authorization to block shares from our website (**"AUTHORIZATION TO BLOCK SHARES FOR THE PURPOSES OF PARTICIPATION IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NATIONAL BANK OF GREECE TO BE HELD ON 21 MAY 2010 AND ANY REPEAT MEETINGS"**).*

*You can also obtain a proxy authorization form by fax or post from the following address: NATIONAL BANK OF GREECE, BoD Secretariat & Shareholder Services, Shareholder Services Sub-Division, 93 Eolou Street, Athens 10232 (Shareholder Services: tel. +30 210-3343414, /16, /21, /26, /28, /60, /94, fax +30 210-3343404, /06, /10).*

### **2. How, where and to whom should I deliver the authorization form to block shares?**

*You can deliver the share blocking authorization form by fax, regular post or e-mail to the Bank's BoD Secretariat & Shareholder Services (Shareholder Services: tel. +30 210-3343414, /16, /21, /30, /26, /28, /60, /94, fax +30 210-3343404, /06, /10; e-mail: [mfrousios@nbq.gr](mailto:mfrousios@nbq.gr) ; address: NATIONAL BANK OF GREECE, BoD Secretariat & Shareholder Services, Shareholder Services Sub-Division, 93 Eolou Street, Athens 10232).*

### **3. Who can I authorize to represent the voting rights attaching to the NBG shares I own?**

*Under the Bank's Articles of Association, shareholders may authorize any person, including members of the Board of Directors and Management, to represent their voting rights.*

### **4. What is the deadline for submitting instructions authorizing the blocking of shares?**

*Provided the instructions authorizing the blocking of shares are sent no later than 5 days before the AGM (i.e. by Friday, 14 May), the said shares are included in the list of participating shareholders, which is approved by the Board of Directors and, pursuant to article 13 of the Bank's Articles of Association, displayed in a prominent position in the company's Head Office for all to see.*

**5. Can I vote before the AGM is held?**

*No. Under Greek law (Companies Act 2190/1920), only votes by Shareholders or their proxies actually present at the GM are valid.*

**6. How is voting carried out in the AGM?**

*Voting is carried out either by acclamation (“yea” or “nay”), or by secret ballot, depending on the procedure decided by the GM. In either case, the shareholder is entitled to request that his/her position/opinion on each item on the agenda be recorded in the Minutes, by declaring such (or submitting in writing) to the GM’s secretaries.*

**7. Can I vote differently for each share I hold?**

*Yes. If you so wish, you can divide the shares and their votes on the ballot paper into for, against (“no” vote) or abstain (“abstention”). The votes on the ballot paper will then be added to the final tally after the close of the GM.*

**8. How do I vote in person at the AGM?**

*In the case of a (secret) ballot (i.e. using a ballot paper), once you have registered as present at the Meeting you will be given a) a ballot paper on which only the number shares owned or represented by you appears, b) a blank ballot paper (i.e. for casting a “blank” vote, if you so wish) and c) an envelope for your ballot paper. To vote, you should place the completed ballot paper in the ballot box at the close of the AGM.*

**9. How can I find out about the result of the voting?**

*The results of voting at the GM are announced forthwith in a Press Release. A detailed breakdown of the voting on each item on the agenda is contained in the Minutes of the GM.*