

# **National Bank of Greece**

## **Corporate Governance Code**

### **A. Preamble**

The Corporate Governance Code (the “**Code**”) aims at providing a clear description of the Bank’s system of corporate governance, seeking to uphold the Bank’s interests on a long-term basis for the benefit of depositors and customers, shareholders and other investors, employees and all other stakeholders, and at the Bank’s compliance with the applicable European and Greek regulatory framework, and the regulatory and contractual obligations undertaken by the Bank within the context of capital strengthening measures. As per Board of Directors’ decision dated 30.06.2021, the present Code is in line with the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council, dated June 2021. In addition, it aims at adopting international corporate governance best practices. The Code sets out a framework which, though not legally mandatory, promotes continuity, consistency and effectiveness in the way the Bank’s Board of Directors functions, and is an indispensable component of good governance. Taking as its starting point the Greek legal and regulatory framework, and recognizing all of the Bank’s international legal requirements, the Code is based on international best practices as set out in the various relevant European Codes and recommendations of the European Commission, which do not substitute regulatory and/or legal requirements [especially Company Law 4548/2018, Law 4706/2020, Law 4514/2018, Law 4261/2014, Directive 2013/36/EU (CRD), Law 3864/2010, all as amended and in force, resolutions and acts issued by the Bank of Greece / the European Central Bank, the Hellenic Capital Market Commission, as well as the Bank’s obligations set by the Relationship Framework Agreement with the Hellenic Financial Stability Fund (HFSF) and the HFSF Corporate Governance Objectives and Standards, and the approved by the European Union Restructuring Plan, and Joint ESMA and EBA Guidelines], but serve as a supplement thereto. The basic corporate governance principles included herein are not exhaustive vis-à-vis the overall corporate governance principles observed by financial and credit institutions eligible for capital enhancement.

By adopting the Code, the Bank and its Board aspire to align themselves fully with the philosophy of these practices and to state in a clear way, how this philosophy is

translated into everyday practice. While the Code concerns the Bank and its Board, the NBG Group companies ("the Group"), under the direction of the Group's management, should also ensure that they comply with the spirit of the Code when formulating their own corporate governance structure. In its efforts to ensure full transparency, the Bank, by means of its annual corporate governance report, discloses any cases of non-compliance with the Code and explains the reasons for such non-compliance, having previously informed the HFSF accordingly and received their express approval, if required.

Further, the Bank provides to the HFSF on an annual basis, ten (10) days before the Annual General Meeting, a certificate of compliance issued by the CEO verifying the compliance of the Bank Group with the Relationship Framework Agreement. Additionally, the Bank provides to the HFSF on an annual basis a certificate of compliance, signed by its Director of legal services, verifying the compliance of the Bank and the Bank Group with the reporting obligations concerning material litigation and proceedings as stipulated in the Relationship Framework Agreement entered into between the Bank and the HFSF.

Lastly, it is noted that the Code concerns the internal functions of the Bank and its Board and does not affect the powers of delegation, under law and the Articles of Association, of its representative bodies in transactions with third parties.

## **B. The Code**

**1 The Board's mission:** The Board is responsible for setting strategy, overseeing management and adequately controlling the Bank, with the ultimate aim of enhancing the long-term value of NBG and upholding the general corporate interest in accordance with the Law. In setting strategy, the Board should focus on sustainability and consider among others climate-related and environmental risks when developing the overall business strategy, objectives and risk management framework and exercise effective oversight of climate-related and environmental risks. Within this context, the Board should ensure that material environmental and social considerations are integrated into the Bank's strategy, business model and risk management system and addressed in its public disclosures.

**2 The Board's key responsibilities:** In accordance with the legal and regulatory framework on corporate governance and international best practices, the most important tasks and responsibilities of the Board are the following:

- 2.1** The Board has overall responsibility for NBG's operation, including approval and supervision of the implementation of its strategic targets, risk management strategy, corporate governance and corporate values; it is also responsible for supervising NBG's senior managers.
- 2.2** Assisted by its Strategy and Transformation Committee, the Board reviews and approves the strategic direction of the Bank and the Group, including the 3 year business plan, the annual budget of the Bank and the Group and the key strategic decisions, as well as mergers and acquisitions or creation of special purpose companies (following relevant proposal by the Board Risk Committee); it oversees management in deploying these actions, and provides guidance to management accordingly. Both regarding the business plan and the annual budget, their approval takes place the latest by 31<sup>st</sup> December of the previous year of the year (or first year in the case of the three year business plan) which they concern, while monitoring of the implementation of the annual budget is carried out on a quarterly basis.
- 2.3** The Board reviews and approves NBG's risk and capital management strategy and risk appetite at least on an annual basis, following recommendation and approval by the Board Risk Committee, and ensures that it is consistent with NBG's overall business strategy, capital planning, financial planning, recovery plan and budget.
- 2.4** Assisted by its Board Risk Committee, the Board reviews and approves annually the risk appetite and the risk management policies of the Bank and the Group, and reviews regularly their implementation and the level of risks undertaken by the Group.
- 2.5** It discusses on equal terms with the executive management all strategic proposals, significant risk policies and significant operational matters.
- 2.6** It ensures that there are strict and effective processes in place enabling monitoring of operational compliance with the agreed strategy, risk appetite and all applicable laws and regulations. In this context, it monitors and regularly reviews the effectiveness of the Bank's corporate governance framework.

- 2.7** It supervises the effectiveness of the CEO and the Executive Committee in applying the Bank's business strategy in alignment with the Group's corporate governance principles and regularly monitors at least on a quarterly basis that the CEO and the Executive Committee pursue the implementation of the risk and capital strategy effectively.
- 2.8** Assisted by the Board Risk Committee, it receives and reviews, timely and at least on a quarterly basis, detailed risk management reports that cover all key risks and provide a general outline of any key changes in the Bank's risk profile vis-à-vis its targets and risk appetite.
- 2.9** Assisted by its Human Resources & Remuneration Committee (HRRC), the Board ensures that the Bank and the Group adopt and implement policies to attract, retain, develop and promote executives and employees of the highest professional calibre and ethical standards; develop a meritocratic framework of fairly evaluating and rewarding performance; and forge and maintain a coherent, ethical system of values and incentives for human resource development throughout the Bank and the Group. Furthermore, supported by the HRRC, it monitors the implementation of the Bank's Remuneration Policy, and especially its alignment with the applicable legal and regulatory framework.
- 2.10** Assisted by its Compliance, Ethics and Culture Committee, the Board aims to ensure the highest standards of ethics and integrity are applied throughout all of the activities of the Bank in accordance with international best practice and to make senior management more responsible and accountable for their conduct, actions and competence; oversees senior management's efforts to foster a culture of ethics and compliance within the Bank and the Group, to enhance the internal ethics culture and business integrity and to discourage unethical behaviour; and enhances responsible company and management behaviour towards sustainable growth and long-term value creation and corporate social responsibility. To this end, the Board among others approves and reviews, whenever required, the Bank's codes of conduct (such as the Group's Code of Ethics) and other internal ethical policies and guidelines.
- 2.11** Assisted by the Corporate Governance and Nominations Committee (CGNC), the Board approves the contract entered into by the Bank and the CEO. On the recommendation of the CEO and assisted by the CGNC, it appoints and

dismisses the other executive directors of the Board, pursuant to the provisions of law and the Articles of Association, appoints the General Managers and Assistant General Managers (without prejudice to article 2.19 below), and assisted by the HRRC approves the contracts entered into by the Bank and the General Managers and Assistant General Managers, in accordance with the Policy for the nomination and suitability assessment of Senior Management and relevant Regulations and procedures of the Bank.

**2.12** Assisted by the CGNC and on its recommendation pursuant to the relevant framework regarding the evaluation of executive members of the Board and the Directors' and Senior Managers' Remuneration Policy, it proposes to the General Meeting of Shareholders the remuneration of the CEO on a yearly basis. On the basis of the CEO's Report submitted to the CGNC and following its aforesaid recommendation, the Board evaluates the performance and proposes to the General Meeting the remuneration of the other executive directors of the Board. Assisted by the CGNC, the Board plans the succession of the CEO and the other executive directors.

**2.13** Assisted by the CGNC, the Board approves and reviews the Bank's organizational chart and delegation of authorities, as well as any amendments thereof, in accordance with the Bank's Articles of Association and organizational structure, in a manner that ensures internal transparency throughout the Bank and the Group.

**2.14** The Board takes into consideration the distinction between its own responsibility for setting up business directions, supervision and control, and executive members' and managing officers' responsibility for NBG's operation, including the distinction between the Chairman's supervisory authorities and the CEO's executive authorities.

**2.15** Assisted by the CGNC, the Board ensures that its composition (including succession planning), organization, policies and processes fully meet the legal and regulatory framework governing the Bank and strives to ensure that global corporate governance best practices are deployed throughout the NBG Group. To this end, it regularly reviews the Code, the regulations and practices of the Board Committees. In the same context, assisted by the competent Board Committee per case, it approves the significant corporate governance policies of the Bank and the Group, such as the Internal Regulation, the Suitability Policy, the Conflict of Interest policy,

Related party transactions policy, Board/Committees self-assessment policy, Sustainability Policy, as well as the rest significant policies of the Bank and the Group, such as the Bank Group Strategy, Policy and Governance regarding the management of its Arrears and Non-Performing Loans, Provisioning & write off policy, Sponsorship/donation policy, Outsourcing policy, as well as any amendment/review thereof.

- 2.16** The Board regularly reviews the Group's corporate/organizational structure, monitors any risks resulting from this structure and, assisted by the CGNC, ensures the coherence and effectiveness of the corporate governance system of the Group and its subsidiaries, so as to remain in line with the applicable legal and regulatory framework and the spirit of the Code. The Board of Directors determines and oversees the implementation of the corporate governance system of Articles 1-24 of Law 4706/2020, it monitors and assesses periodically, at least every three financial years its implementation and effectiveness, proceeding to any action deemed appropriate to address potential shortcomings.
- 2.17** Assisted by the Audit Committee, the Board ensures that the NBG Group has an effective system of internal control, including financial control, evaluates the internal control system on a yearly basis, and ensures the effectiveness and independence of the Internal Audit Unit. It ensures the effectiveness of the accounting systems and financial reporting, including financial and operational audits and compliance with the law and relevant standards.
- 2.18** Assisted by the Compliance, Ethics and Culture Committee, the Board oversees compliance with legal and regulatory requirements, ethical conduct and culture, and approves the Bank's policies related to Compliance, Ethics/Conduct, Sustainability and Conflict of Interest;
- 2.19** Acting on recommendation by the Bank's competent bodies, the Board appoints and, when necessary, dismisses the Senior Officers in control Functions (i.e. the Group Chief Audit Executive, the Group Chief Compliance and Corporate Governance Officer, and the Group Chief Risk Officer), as well as the Money Laundering Reporting Officer (MLRO), in accordance with the Policy for the nomination and suitability assessment of Senior Management and relevant Regulations and procedures of the Bank.
- 2.20** Assisted by the Audit Committee, the Board reviews and approves the Bank's annual and consolidated financial statements and an annual report on

transactions with related companies submitted to shareholders; ensures the due drafting of all financial and non-financial regular or ad hoc announcements; reviews quarterly results prior to their public disclosure.

- 2.21** The Board ensures that there is a clear policy governing relationships with Connected Borrowers and supervises implementation thereof.
- 2.22** Assisted by the Compliance, Ethics & Culture Committee, the Board ensures that the Bank and the various NBG Group companies have formulated and observe a strict Code of Ethics for senior executives and financial professionals of the Bank and the Group.
- 2.23** The Board oversees the appropriateness and the implementation of the Bank's policies and procedures regarding the lending decisions and the pricing of loans or other commercial policies within the normal course of business or operations.
- 2.24** The Board is responsible for the prudent management of the Bank and for delivering the objectives in the Restructuring Plan and for taking any action necessary to that effect. Specifically, in cooperation with the CEO it is responsible for developing the Restructuring Plan and the NPL resolution strategy, on condition that the HFSF's consent is given, as well as any amendments thereof. The Board is responsible for ensuring that the necessary financial and human resources are put in place for the Bank Group to implement the agreed Restructuring Plan and the NPL resolution strategy, for setting the tone at the top and ensuring that the Bank Group's obligations to the HFSF are understood and met. Specifically, it is responsible to the HFSF for monitoring and ensuring full compliance with the Relationship Framework Agreement by the relevant bodies, officers and employees of the Bank and for taking all the necessary measures for the enforceability of the HFSF rights. In the context of taking all corporate or other actions to ensure that the Relationship Framework Agreement is implemented by the Bank, the amendment to the Bank's Corporate Governance Code and the convocation of the General Assembly for amendments to the Bank's Articles of Association are included.
- 2.25** The Board has the responsibility for implementation of the NPL resolution strategy that has been approved by the HFSF. In that context, it reviews and monitors the NPL performance on a monthly basis.

**2.26** The Board approves the Bank's policies on sustainability and corporate social responsibility, assisted by the Compliance, Ethics and Culture Committee, the establishment of charitable foundations as well as non-profit associations and organizations.

**2.27** The Board approves the on & off balance sheet credit transactions including restructuring and write-offs with related parties according to BoG Governor's Act 2651/2012 and IAS 24, as in force, which are equal or exceed:

- €1 million for individuals,
- €10 million for legal entities and
- €100 million for subsidiaries

**2.28** Furthermore, it is informed at its subsequent meeting following the transactions, on all transactions that do not exceed the above thresholds, as well as on all transactions of its fully owned subsidiaries, given that approval is not required for these transactions. The Board reviews and submits proposals to the General Meeting of Shareholders, whenever required by the each time applicable legal and regulatory framework and the Bank's internal Policies, for approval of transactions between the NBG Group and members of the Board, which are not prohibited by company law, when such transactions fall outside the context of current transactions of NBG (or its subsidiaries) with its customers. In any case, transactions with related parties are conducted in alignment with the provisions of the applicable regulatory framework.

**2.29** The Board decides on any other issue, such as may be required by the provisions of law and regulations and NBG Labour Regulations or which the Board's Chairman considers to be of material importance for the Bank and the Group.

### **3 Authorities of the Board**

**3.1** The Board represents the Bank in all instances and forums and has ultimate power to decide on all issues of management, apart from those matters that are reserved by law or by the Bank's Articles of Association to the authority of the General Meeting of Shareholders.

**3.2** The Board may decide to delegate part of its powers in specific areas to one or more of its members, to its Committees, or to executives and staff of the Bank. It is also entitled to delegate the right to the CEO, other executive directors or



collective bodies of the Management to further confer delegated authorities to the staff of the Bank or to third parties, according to the specific provisions of the Bank's Articles of Association.

**3.3** The delegations and structure of Authority are clearly outlined in the Group's Organisation Chart and delegation of authorities, which is maintained by the CGNC, which may also describe the Board's non-transferable authorities.

#### **4 The structure of the Board**

**4.1 Size of the Board:** The NBG Board is composed of a minimum of seven and a maximum of fifteen directors, including the representative of the HFSF, pursuant to Law 3864/2010, as in force. The exact number of directors shall be decided upon by the General Meeting of Shareholders, following a proposal by the Board.

**4.2 Board Membership:** The members of the NBG Board must possess the qualifications as set out under article 6 herein below. At least the majority of members (half plus one) shall be non-executive directors, who are not employed by the company and are not involved in the day-to-day running of its business. At least 1/3 of total Board members and no less than three members of non-executive members (excluding the HFSF representative) shall be independent, as defined in article 6.4 herein below, and at least two of the Board members shall be executive members. In any case, the Bank aims at maintaining a composition in which half of the Board members are independent. By law, independent directors are appointed by the General Meeting of Shareholders (or by the Board of Directors where provided in accordance with the regulatory and the Bank's internal framework). An HFSF observer is also appointed by the HFSF in the Board of the Bank, who is subject to the relevant Confidentiality Agreement. An Employees' representative is also appointed as Observer in the Board of the Bank. His role and responsibilities are defined in article 4.5 herein below.

**4.3 The role and responsibilities of the Chairman of the Board:** The Bank distinguishes between the role of the Chairman of the Board and the role of the CEO, pursuant to legislation and the regulatory framework. The Board elects its Chairman by absolute majority from among its members. During his tenure the Chairman shall be a non-executive member of the Board.

The Chairman shall:

**4.3.1** Direct the Board's work and ensure that it fulfils its duties, duly plan its agenda, conduct effectively its meetings, and use efficiently the Board's time and competences; the Chairman of the Board cannot also be the chairman of the Board Risk Committee or the Board's Audit Committee.

**4.3.2** Direct the Board's efforts to improve, on an ongoing basis, its collective competencies, the calibre of its members, and its effectiveness as a collective body. To this end, he shall ensure that the Board's work is regularly evaluated.

**4.3.3** Convene and preside over the meetings of the Board, approve the agenda and guide the company secretary on all matters relevant to the Board.

**4.3.4** Ensure that the directors receive accurate, timely and clear information.

**4.3.5** Facilitate the effective contribution of directors, and particularly of non-executive directors, to the Board's work.

**4.3.6** Develop a close relationship of confidence with the CEO and be available for frequent deliberation and consultation as to the implementation of the Group's strategy. Oversees the process of evaluation of the CEO and the other Board members, coordinated by the CGNC, pursuant to legislation and the regulatory framework and the Bank's internal Policies.

**4.3.7** Be at the disposal of shareholders in his or her capacity as the representative of the Bank together with the CEO and the Senior Independent Director (SID).

**4.4 Vice Chairman of the Board:** The Board may elect a non-executive director as Vice Chairman. Should the Chairman be absent or impeded, he shall be substituted by the Vice-Chairman and should the Vice-Chairman be impeded, by the most senior – in terms of tenure – non-executive director, or the CEO, following approval by the Bank of Greece or the Hellenic Capital Market Commission, as per the provisions each time applicable.

**4.5 Observer Employee representative:** An Employees' representative is appointed as Observer in the Board of Directors with all the rights of a board member as prescribed in article 8 herein below except voting rights. The Observer is also subject to the obligations on Confidentiality and on Conflicts of interest, third party transactions and relevant disclosures as prescribed in articles 8.14 and 8.15 respectively herein below. Additionally, the Observer Employee Representative has: a) consultation rights on the Human Resources

and Remuneration Committee agenda, b) monthly access to the Chair of the Human Resources and Remuneration Committee to discuss proposals or matters of concern and c) the right to address the Human Resources and Remuneration Committee on request.

**4.6 Senior Independent Director:** The Board may elect, from among its independent non-executive members, a Senior Independent Director. Duties of the Senior Independent Director shall indicatively include:

**4.6.1** acting as a sounding board for the Chairman and serving as an intermediary for the other Directors;

**4.6.2** being a key point of contact for shareholders, regulators and other stakeholders along with the Chair of the Board;

**4.6.3** coordinating the non-executive Board members, and discussing with other Directors issues on which the Chairman might have a conflict of interest and acting as intermediary between Directors and the Chairman, as necessary;

**4.6.4** acting as a facilitator, to facilitate and improve relations with shareholders and to assist in the resolution of conflict in case of crisis or in case of dispute, as for instance:

- there is a dispute between the Chair and Chief Executive Officer;
- shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or the Chief Executive Officer;
- the relationship between the Chair and Chief Executive Officer is particularly close; and

**4.6.5** leading the annual evaluation of the Chairman according to the Bank's Board Evaluation Policy.

**4.7. The role and responsibilities of the Chief Executive Officer:** The Board elects among its members the Bank's CEO. His relationship with the Bank is set out in a separate contract concluded with the Bank. The CEO is responsible for the functioning of the Bank and the Group, with a view to achieving the strategic objectives formulated by the Board. To this end, the Board grants to him a broad range of powers and authorities which he exercises under the Board's control. The CEO's duties include:

**4.7.1.** The formulation of proposals to the Board regarding strategic issues of the Bank and the Group, including the annual budget. The CEO is accountable to the Board with regard to the achievement of specific targets that have been set and with regard to his performance in general as the leader of the Bank's and the Group's management team.

**4.7.2.** The coordination of the competent executives for the formulation of proposals to the Board Risk Committee and the Board regarding the overall risk appetite of the Bank and the Group, under the guiding principle of protecting depositors, customers and counterparties and controlling on a regular basis the level of the risks undertaken, within the risk appetite framework agreed upon by the Board.

**4.7.3.** In cooperation with the Executive Committee pursues the effective implementation of the risk and capital strategy. In that context, the CEO along with the Executive Committee is regularly monitored at least on a quarterly basis by the Board.

**4.7.4.** In cooperation with the Board the CEO develops the Bank's Restructuring Plan and the NPL resolution strategy and recommends revisions thereof, which are subject to the HFSF's prior consent.

**4.7.5.** The management of the day-to-day business of the Bank either by means of timely decision making or by providing instructions and advice to the Bank's top managers on all the key issues faced by the Bank and the Group. To this end, the CEO presides over the Group's Executive Committee, the composition and responsibilities of which he determines by virtue of the general authorization given by the Board and taking into consideration the current legal and regulatory framework, as well as the Relationship Framework Agreement with the HFSF.

**4.7.6.** Leading the Bank's and the Group's top managers, effectively supervising the evaluation of and reward for their performance, creating a top-class management team in the Bank and the Group, and submitting relevant proposals to the competent Board Committee and the Board regarding the appointment and remuneration of the other executive directors, General Managers and Assistant General Managers of the Bank.

**4.7.7.** Maintaining close contact with the Bank's and the Group's employees so as to foster an environment of mutual trust that is based on fair and equal treatment.

**4.7.8.** Ensuring that there is an effective system of internal control and risk management, and that the Bank and the Group comply with the regulatory requirements, placing special emphasis on maintaining a transparent control environment at the top of the Group. The system of internal control guarantees effectiveness in the assignment of authorities and responsibilities to executives and in the relations between the Bank and its subsidiaries. Accordingly, the CEO oversees the Group's corporate structure and the functioning and performance of its principal subsidiaries.

**4.7.9.** In cooperation with the Chairman of the Board, the CEO ensures that the Board receives full and timely information on matters pertaining to its spheres of concern.

**4.7.10.** In cooperation with the Chairman of the Board, he shall present to and discuss with the shareholders and other stakeholders the performance, strategic targets and other significant issues of concern to them, and duly provide the markets and the supervisory authorities with information on the Bank's results and any other event that should be disclosed under the law.

**4.7.11.** The CEO issues/signs on an annual basis a certificate of compliance, verifying the (compliance) of the Bank Group with the Relationship Framework Agreement with the HFSF or explaining any deviations providing at the same time the relevant corrective actions. This certificate is provided to the HFSF on an annual basis ten (10) days before the Annual General Meeting.

**4.8. Deputy CEO(s):** The Board may appoint one or more Deputy CEOs.

**4.9. Board Committees:** The Board establishes the following committees, which assist it in its work:

- the Audit Committee ("AC")
- the Corporate Governance & Nominations Committee ("CGNC")
- the Human Resources & Remuneration Committee ("HRRC")

- the Board Risk Committee ("BRC"), having a dual role functioning as a) the Board Risk Committee and b) the NPLs/NPEs Committee prescribed by Law 3864/2010 as in force
- the Strategy and Transformation Committee ("STC") and
- the Compliance, Ethics and Culture Committee ("CECC").

**4.9.1.** Through its Annual Corporate Governance Statement and its website, the Bank publishes the charters and membership (members' full names) of all Board committees, as well as the attendance of each Committee's members at its meetings.

**4.9.2.** The Chairs, Vice-Chairs and the members of the committees are elected by the Board for a period of at least one year, which shall be automatically renewed for successive one-year renewal terms, unless otherwise decided. In any case, the mandates of the Committees' members shall automatically expire if they cease to be members of the NBG Board. All Committee compositions shall fulfil the criteria required by the legal and regulatory framework, including those set out in Article 10 of L. 3864/2010, as in force, and the Relationship Framework Agreement with the HFSF.

**4.9.3.** The independent non-executive Board members that fulfil the criteria set out in par. 8 a) of Article 10 of L. 3864/2010 chair Board Committees.

**4.9.4.** Committee Chairs: Committee Chairs lead the workings of the Committee which they preside, with the aim of safeguarding the accomplishment of the Committee's purpose and the effective oversight of risks under the Committee's competence, as these are stipulated in the Committee Charter. Committee Chair duties include:

- Planning and coordinating the workings of the Committee so as to adequately cover the scope of its activity as stipulated within the Committee Charter.
- Directing the Committee's work and ensuring that it fulfils its duties and its role in effectively supporting the Board of Directors, as well as timely raising with the Board of Directors important issues that could expose the Bank to risks.
- Cooperating with other Board Committee Chairs, arranging in collaboration joint Committee sessions as may be deemed appropriate, and referring issues to other Board Committees when

required in relation to matters within the competence of other Board Committees.

**4.9.5.** The size and collective knowledge of the Committees shall reflect the business model and financial condition of the Bank. The composition of each committee shall be determined in accordance with the Methodology on reviewing the composition of Board Committees and shall seek to balance evenly the need for knowledge and experience regarding the committee's sphere of competence and the need for renewal of its membership and acquisition of the widest possible experience by each director.

**4.9.6.** The HFSF representative is appointed as a member in all Committees in line with the process set out in the Relationship Framework Agreement with the HFSF and has the rights stipulated by L. 3864/2010, as well as by the Relationship Framework Agreement entered into between the Bank and the HFSF.

**4.9.7.** Furthermore, an HFSF observer also attends the Committees. The observer is appointed by the HFSF in line with the process set out in the Relationship Framework Agreement with the HFSF and acts as an observer with no voting right.

**4.9.8.** Each committee operates on the basis of a Charter, which shall be approved by the Board and considered to be an integral part of the Corporate Governance Code. In each case, the Charter shall set forth the committee's mission, goals and responsibilities as well as the qualifications for membership of the committee, procedures for committee meetings and the committee's reporting framework to the Board.

**4.9.9.** Under the charter, each committee shall evaluate, on a periodical basis, its performance as well as its charter. Specifically, taking into consideration the legal and regulatory framework and especially the provisions of L. 3864/2010 and the Relationship Framework Agreement entered into between the Bank and the HFSF, as well as the Bank's policies, the Board conducts an annual self-assessment which includes the assessment of its Committees.

**4.9.10.** The HFSF is entitled to review the results of the abovementioned self-assessment for the purpose of identifying weaknesses and improving working methods and effectiveness.

**4.9.11.** Furthermore, the HFSF will monitor and evaluate the performance of Board Committees in accordance with the criteria stipulated in the legal and regulatory framework, namely the provisions of Article 10 of L. 3864/2010, as well as of the Relationship Framework Agreement (RFA) entered into between the Bank and the HFSF. For the purpose of conducting the evaluation the Committee members will cooperate with the HFSF and its consultants and will provide all necessary information. The evaluation of members shall ensure the appropriate size and composition of the abovementioned bodies. Based on the evaluation the HFSF will develop specific recommendations for improvements and changes, if needed, in the corporate governance of the Bank. In the case that the Board evaluation does not meet the required criteria the HFSF has the right to proceed to the actions set out in par. 9 of Article 10 of L. 3864/2010. According to the Relationship Framework Agreement (RFA) into between the Bank and the Hellenic Financial Stability Fund, the Chairman of the Audit Committee cannot be at the same time the Chairman of the Board Risk Committee, and vice versa, the Chairman of the Board Risk Committee cannot be at the same time the Chairman of the Audit Committee.

**4.9.12.** Specifically, pursuant to law and as long as the said RFA is valid, the HFSF representative has the following rights:

- He/she shall be informed on the activities and decisions of the Committees in which he participates. Specifically, he is notified in writing on the dates of the Committees meetings and the agendas of the meetings. Specifically, the agendas together with the relevant materials should be sent at least five (5) calendar days prior to the meetings of the Committee.
- In the same context he shall be informed the decisions and minutes of the Committees' meetings as soon as finalized but not later than ten (10) calendar days after the meeting.
- He/she can include items on the scheduled agendas of the committees he participates in. For this purpose, he shall send to the



Chairman of each committee, in writing, the proposed/additional items at least one (1) day prior to the date of meeting.

- He/she can request a committee meeting by notifying its Chairman in writing seven (7) calendar days beforehand. The request must include the reasons for the meeting and the items on the agenda. If the Chairman fails to convene a meeting within seven (7) days or to include all the proposed items in the agenda, the HFSF representative is entitled to convene such meeting within five (5) days as of the expiry of such 7-day period, inviting all the members of the Committee, as well as the HFSF observer.

**4.9.13.** Specifically, pursuant to law and as long as the said RFA is valid, the HFSF observer although he has no voting right, has the right: To be informed on the activities and decisions of the Committees in which he participates. Specifically, he is notified in writing on the dates of the Committees meetings and the agendas of the meetings. Specifically, the agendas together with the relevant materials should be sent at least five (5) calendar days prior to the meetings of the Committee.

**4.9.14.** The CGNC periodically, and at least annually, reviews and advises the Board with respect to the Board Committees' structure and membership taking also into consideration the results of the self-assessment carried out by the Committees and the HFSF, and within the framework of the Methodology on reviewing the composition of Board Committees.

The CGNC assesses the structure, size, composition and performance of the Board of Directors, the knowledge, skills, experience and good reputation of the individual members of the Board, as well as the collective efficiency of the Board, in order to ensure independence of mind and diversity in the decision taking procedure and in the effective challenge and monitoring of Management decisions.

The directors individual and the collective suitability of the Board are being assessed, on an on-going basis, following the process set out within the Board of Directors Suitability Assessment Policy and Procedure, which incorporates the provisions of the legal and regulatory framework, especially L. 3864/2010 and the RFA with the HFSF, the ECB Guide on Fit

and Proper and the Joint ESMA and EBA Guidelines on suitability assessment.

**4.9.15.** Besides its six permanent Committees, the Board may, as and when it considers necessary, establish new permanent or ad hoc committees.

**4.10. Information Technology and Innovation Advisory Council:** Additionally to Board Committees, the Board establishes the Information Technology and Innovation Advisory Council, which consists of both Board members and Senior Executives of the Bank, and provides advice and assists the Board Strategy and Transformation Committee, or any other Board Committee as may be deemed appropriate, while fulfilling its responsibilities, on matters that may arise in connection with information systems, technology and innovation which may affect the business activities and strategy of the Bank and the Group. The Information Technology and Innovation Advisory Council operates on the basis of a Charter, which shall be approved by the Board following proposal by the Corporate Governance and Nominations Committee.

## **5 The workings of the Board**

**5.1. Board constitution:** The Board constitutes itself into a body in its first meeting after a General Meeting that elected one or more of its members, and if the post of Chairman or CEO or their substitutes remains vacant for any reason whatsoever.

### **5.2. Meetings**

**5.2.1.** The Board convenes at least eight times a year. At its first meetings of each calendar year, the Board adopts an agenda of meetings. Moreover, the Board sets dates for discussion over the next twelve (12) months regarding issues which, according to the Code, fall under its direct supervision. The Board Secretary forwards the final agenda to the Board members.

**5.2.2.** At the Chair's discretion and following the Chair's order, the meetings of the Board are convened by the Board Secretary, on the basis of the annual rolling agenda. In addition, the Board members are also entitled to request a meeting to be held, as per the Articles of Association and Law 4548/2018 as in force. If at least two directors file a request for a meeting to the Chair or his substitute, they are obliged to convene in due time a meeting so that it shall take place within 7 days of the request. According to the provisions of the NBG-HFSF Relationship Framework Agreement, the HFSF

representative is entitled to request a Board meeting within seven (7) days of his relevant written request submitted to the Chair, which request must include the proposed items on the agenda. If the Chair fails to convene on an extraordinary basis a meeting within seven (7) days of the submission of the said request, the HFSF representative is entitled to convene an extraordinary meeting within five (5) days as of the expiry of such 7-day period, inviting all the members of the Board, as well as the HFSF observer.

**5.2.3.** All members, as well as the HFSF observer shall be notified of the venue, time and date of each meeting by means of an invitation communicated to the Board members at least three (3) working days before the meeting, unless the Chair decides not to forward same for a specific significant reason without prejudice to the observance in all cases of the provisions of the NBG-HFSF Relationship Framework Agreement regarding notification of the HFSF representative. The invitation must include, in perfectly clear terms, the items on the agenda. Otherwise, decision taking is allowed only if all the Board members attend the meeting or are represented and none of them objects to the taking of decisions. The Agenda of each Board meeting is set by the Chair and forwarded to the Board members by the Board Secretary. Directors should receive adequate documentation for each item on the Board's agenda. The agenda and related documents should be distributed, if possible, at least three (3) working days before the meeting. Distribution by electronic means is considered valid. All proposals should be clear and include, whenever required, an executive summary of the item. All directors can request the Chair to include one or more items on the Agenda of the next Board meeting. Upon request by two directors, the Chair is required to include any item proposed for the Agenda at the first Board meeting following submission of said request (see also article 8.2. herein below). The HFSF representative may request the inclusion of items on the Agenda of the Board meeting, by proposing them in writing to the Chair at least two (2) working days before the Board meeting.

**5.2.4.** The Chair of the Board or his/her substitute presides over the Board meetings, proposes the items on the agenda and guides its work.

**5.2.5.** The Board has the requisite quorum when more than half its members are present or represented. Under no circumstances, however, may the number of directors attending be less than five. If the meeting of the Board

takes place by teleconference or by phone, in its entirety or in part, the Board Members who participate via teleconference or phone shall be considered as present for the purpose of ascertaining the required quorum. In any event, any member of the Board may request to participate in the meeting via teleconference, if he/she resides in a country other than that in which the meeting is held or for any other significant reason, such as illness or disability. Unless otherwise provided for by law or the Articles of Association, decisions are taken by absolute majority of those attending or represented.

**5.2.6.** Should a member of the Board be absent or unable to attend the Board meeting, such member may appoint in writing any other Board member as his/her proxy. Unless otherwise stated, the relevant authorization shall refer to all items of the agenda. Each director may duly represent only one of the other directors. Board members may not appoint persons other than Board members to represent them on the Board.

**5.2.7.** The proceedings and decisions of the Board and its Committees are recorded in its minutes, which can be kept in electronic form. A list of the names of the directors present or represented at the meeting shall also be recorded in the said minutes. The minutes of each meeting shall be distributed and approved by the Board at the next meeting. The minutes are forwarded to the HFSF representative according to the provisions of the Relationship Framework Agreement. Board minutes drafted and signed by all directors or the representatives thereof shall be equivalent to a Board resolution, even where no Board meeting has been held. This provision applies also if all members or the representatives thereof agree to the recording of a majority decision within meeting minutes, without a meeting having been held. Board meeting minutes shall be signed in accordance with the law. Copies of and excerpts from the said minutes issued by the Board Chairman or the Secretary of the Board of Directors shall be official without further validation, as per the current legal and regulatory framework. The signing of meeting minutes by directors or the representatives thereof may be replaced by the exchange of messages via e-mail or other electronic means.

**5.2.8.** To cover the eventuality of participation in a Board meeting by phone or teleconference or through representation by proxy, the invitation to the

directors must include the information necessary for such participation in the meeting.

**5.2.9.** The General Manager or the Assistant General Manager of Legal services and the General or the Assistant General Manager of Group Compliance and Corporate Governance attend board meetings as required. Other Bank or Group executives may be called to participate on an ad hoc basis. The Chair may excuse at any point a non-member from the Board meeting.

**5.3 Annual Strategy Meeting:** Once a year, the Board shall devote an entire day to reviewing and discussing the Group's strategy. Key Group executives may be invited to attend the Strategy Meeting and outside experts on specific issues may also be invited to give presentations. The Chair is responsible for convening and setting the agenda of the Meeting, whose items should be prepared by the Group Executive Committee.

**5.4** The Board Committees meet on a regular and extraordinary basis. Regular meetings are held within the week before the Board meeting. The extraordinary meetings for special and urgent issues (such as the approval of financial statements etc.) are held at the initiative of the Chair of the relevant Committee.

**5.5 Board budget:** At the end of each calendar year, the Board, on the recommendation of the CGNC and in cooperation with the Financial Planning & MIS Division, approves the budget for the upcoming year to support its work and that of its Committees.

**5.5.1** Specific items on the budget will be allocated towards supporting the work of the Board, the sessions of non-executive directors (as set out in article 5.8 herein below), and each Board Committee.

**5.5.2** Commitments on item allocations are approved, as appropriate, by the Chairman of the Board, the Chairman of each Committee for the committee expenses, and the Chairman of the CGNC for all commitments related to the Board's Non-Executive Sessions.

**5.5.3** The budget may be used to:

- hire such independent legal, financial or other advisors as the Board, its Committees or the Board in Non-Executive Session deem appropriate, without consulting or obtaining the approval of any officer of the Bank, with respect to any matters subject to their respective authority;

- support induction programs for new directors and continuous professional development programmes for the directors in general;
- support any other activities that are essential to the effective discharge of the responsibilities of the Board, its Committees or the Board in Non-Executive Session.

**5.5.4** The Board Secretary, under the supervision of the Chairman of the Board, is responsible for preparing the yearly budget proposals concerning Board expenses, which are incorporated in the budget subject to Board approval. To this end, he cooperates with the Manager of the Group Corporate Governance Division. He or she is also responsible for monitoring the budget's implementation and submits reports as required to the Financial Planning & MIS Division.

**5.6 Evaluation of the Board's performance:** Assisted by the CGNC, the Board conducts an annual Board effectiveness review to evaluate its own performance as a collective body and its members' contribution in line with the Board evaluation procedure formulated by the CGNC, taking also into consideration the applicable legal and regulatory framework. The evaluation is carried out every three (3) years by an external consultant whose oversight is the responsibility of the CGNC.

The HFSF is entitled to monitor/review this evaluation. The HFSF is also entitled to carry out with the assistance of an independent consultant of international reputation and established experience and expertise an annual assessment of the efficiency of the Board and the Committees, which will extend also to the individual members of the Board and its Committees. The evaluation will be carried out based on the criteria set out by L. 3864/2010, the Relationship Framework Agreement entered into between the Bank and the HFSF, as well as on criteria that the HFSF establishes with the assistance of an independent consultant and will be updated at least once every two years and more often if there is material change in the financial position of the Bank. The HFSF will inform the Board on the results of the evaluation being entitled to develop specific recommendations for improvements and changes in the corporate governance, taking also all measures provided for in article 10 of L. 3864/2010 to this end. For the purpose of conducting the evaluation the members of the Board and its Committees shall cooperate

with the HFSF and its consultants in conducting the review and provide necessary information.

**5.7 The Board Secretary:** The Board Secretary is appointed by decision of the Board and is responsible for observing the legal and regulatory framework regarding the effective functioning and support of the Board and its Committees, for proper communication and information flow between the Board and the rest of the Bank's and the NBG Group's bodies, for keeping the minutes of the meetings as well as for ensuring that the Bank's corporate governance rules and relevant provision of information to shareholders are upheld. The Board Secretary reports directly to the Chairman. In particular, the Board of Directors is supported by a competent Company Secretary having experience and expertise and the ability to promote compliance with internal policies and procedures, relevant laws and regulations, acting efficiently and effectively. The Company Secretary is responsible, in coordination with the Board Chairman for ensuring direct, complete and accurate information of the Board of Directors, new Board members' induction, organisation of General Meetings of Shareholders, facilitation of communication of shareholders with the Board of Directors and of communication of the Board of Directors with Senior Executives.

**5.8 Non-Executive Session of the Board:** Non-executive directors meet at least once a year or extraordinarily when deemed expedient without the presence of the Board's executive members or any other Board members associated with the Bank or the Group companies by virtue of an employment relationship or other mission assignment. The Non-Executive Session's main purpose is to evaluate the performance of the CEO and the other executive directors, on the basis of a framework approved by the Board. The Chairman may decide to call a meeting of non-executive directors at any time he considers that such a meeting would help address issues in which important conflicts of interest may exist between the Bank and the executive members of the Board.

## **6 Qualifications and independence of Board directors**

**6.1 Key qualifying criteria for Board membership:** The Bank's Articles of Association may provide for any shareholder to propose a candidate for Board membership at the General Meeting of Shareholders. This right, according to the Articles of Association and the law, is also given to the

Board, which, assisted by the CGNC, may also appoint new directors in replacement of departing directors. In addition, the formulation of proposals by the Board to the General Meeting is a corporate governance best practice, particularly in the case of banks whose board composition should meet the highest standards in respect of qualifications, ethics and skills. To this end, the Board, assisted by the CGNC, proposes to the General Meeting candidates for Board membership on the basis of a policy for the assessment of their suitability. This Suitability Policy is being developed by the CGNC, on a proposal of the Company Secretary and Head of Corporate Governance function and is further approved by the Board of Directors. The Suitability Policy is aligned to the regulatory framework to which the Bank is subject and relevant guidelines (including Law 3864/2010 and the RFA with the HFSF, Joint EBA-ESMA guidelines on suitability assessment and ECB Guide to Fit and Proper Assessments, as in force), is clear, well documented and transparent and incorporates all the principles and criteria, including eligibility criteria provided by Law 3864/2010 and the RFA with the HFSF, for the individual suitability of the directors and for the collective suitability of the Board as well. Further, the Bank has adopted a Board Diversity Policy, setting out the Bank's approach for accomplishing the desired diversity on its Board of Directors. Through engaging members with a broad set of qualities, competencies, experiences, values and backgrounds, including, but not limited to an appropriate representation of all genders, the Bank aims to achieve a variety of views, experiences and perceptions which facilitate independent opinions and sound decision-making within the Board.

Qualifying criteria which Directors shall meet include the following:

- 6.1.1** The criteria and conditions set out in article 10 of L. 3864/2010, as in force, as well as the provisions of the Relationship Framework Agreement entered into between the Bank and the HFSF, as these apply to the capacity of each Director (e.g. non-executive, expert independent member etc).
- 6.1.2** The candidate's past record indicates that he or she is consistently committed to the highest ethical standards.
- 6.1.3** The candidate, in taking decisions, has a clear sense of the delicate balance between the interests and concerns of shareholders and the



other stakeholders, and does not attempt to advance the interests of one particular constituency.

**6.1.4** The candidate has the ability to act with independence of mind, engage actively in his/her duties and be able to make his/her own sound, objective and independent decisions and judgments when performing his/her functions and responsibilities.

**6.1.5** If a non-executive member, the candidate demonstrates the will and moral and intellectual stature to challenge management during discussion of proposals regarding strategy, key risk policies and issues concerning NBG, while at the same time working constructively and in a spirit of trust and team effort.

**6.1.6** The candidate is ready to devote sufficient time and energy to discharging his or her duties as a director. The attendance in the meetings, the preparation for the meetings and the active involvement, can be considered as indicators of the time that a director dedicates to perform his duties.

**6.1.7** The candidate possesses the skills, experience and background that will serve to complement the respective qualities of the existing directors, as identified in the regular review of the Board's profile by the CGNC.

**6.2** In discharging its nomination responsibilities and making relevant proposals to the General Meeting of Shareholders or in appointing new members in replacement of retired members, the Board, assisted by the CGNC, shall seek to propose candidates whose nomination ensures that the Board as a collective body displays above all the following profile:

**6.2.1** Has a thorough knowledge of the financial industry, counting among its members individuals who are serving or have served in the past in leadership positions in financial institutions. More specifically, Board membership shall have the appropriate mix and experience in financial services or commercial banking and adequate time to provide effective oversight of a Group that offers a diverse range of financial services and operates on an international scale. Some its members have significant long-time experience in financial management, accounting, and risk and capital management and

control. Board members are also aware of the legal and regulatory requirements of the banking industry.

- 6.2.2** Has substantial business and professional experience, counting among its members individuals who are serving or have served in the past as chairmen, chief executive officers or senior managers of large organizations that are active in the areas of banking, audit, risk management or distressed asset management and have built a reputation that demonstrates the ability to make the kind of important and sensitive business decisions that the Board is called upon to make.
- 6.2.3** Has a full understanding of the structure and dynamics of NBG's customer universe and of the principal markets in which the Group is currently active.
- 6.2.4** Has substantial international experience and can contribute to the Bank's and the Group's aspirations in the specific geographical region in which NBG is active.
- 6.2.5** Ensures, as far as possible, adequate representation of both genders, in alignment to respective legal provisions and the Bank's Board Diversity Policy.
- 6.2.6** Reflects the business model and the financial condition of the credit institution.
- 6.2.7** Includes at least three (3) experts as independent non-executive members with adequate knowledge and international experience of at least fifteen (15) years in relevant banking institutions of which at least three (3) years' experience on a board of an international banking group not operating on the Greek market. These experts should have no relationship over the previous ten (10) years with credit institutions operating in Greece.
- 6.2.8** At least one board member shall have relevant expertise and international experience of at least five (5) years in the risk management or management of non-performing loans. This board member will focus on management of non-performing loans at board level and chair the board committee of that deals with Non-Performing Loans.

**6.2.9** The principle of diversity is respected in the selection of Directors for the Board, in alignment to respective legal provisions and the Bank's Board Diversity Policy. Diversity is one factor that can enhance the functioning of the Board, as it addresses the phenomenon of "group think" and facilitates independent opinions and constructive challenging in the process of decision making.

**6.3 Director incompatibilities:** The following professional capacities are incompatible with the position of Board Director at NBG:

**6.3.1** An executive, Board member or employee or any other capacity that implies a duty of loyalty to one of the Bank's competitors or any other corporations whose interests might conflict systematically with the interests of the Bank and its shareholders.

**6.3.2** An employee or partner of an auditing firm that is appointed as an external auditor of the Bank or of other Group companies.

**6.3.3** The member is not, and has not been entrusted in the last four (4) years before its appointment, with prominent public functions, such as Head of State or of government, senior politicians, senior government, judicial or military officials, senior executives of state owned corporations, important political party officials.

**6.4 Definition of director independence:** In order to be considered by the Board and to be proposed at the General Meeting as an independent non-executive director, an NBG director should fulfil the conditions and criteria set out in L. 4706/2020, in European Commission Recommendation 2005/162, in the joint EBA-ESMA Guidelines on suitability assessment, in article 10 of L. 3864/2010, as in force, as well as the provisions of the Relationship Framework Agreement entered into between the Bank and the HFSF and not have formed a relationship with the Bank and the Group that could interfere with the exercise of independent judgment in carrying out responsibilities as a director. While serving on the Board, the independent non-executive members of the Board cannot hold, either directly or indirectly, a percentage of voting rights exceeding 0.5% of the Bank's share capital, and they must be free of any economic, business, family or other ties of dependence which could affect their decisions and independent and objective judgment. Relations of dependence are especially cases where:

**6.4.1** a Board member receives any significant remuneration or benefit from NBG or an NBG-affiliated company, or participates in a scheme of pre-emption rights for the acquisition of shares or in any other remuneration or benefit scheme linked to performance, other than his remuneration for his participation in the board or the board committees, or in the collection of fixed benefits in the framework of a pension scheme, including benefits for services previously rendered to the Bank, taking into account relevant regulatory guidelines/clarifications as each time applying. The participation in a stock option plan or in any other performance-related pay scheme are presumed to be 'significant remuneration or benefit' for Board members' independence assessment purposes, particularly in the case that these are not small compared to the member's overall financial standing or affect or may substantially affect the financial position or performance or business activity or the general financial interests of the Bank.

**6.4.2** a Board member or a person, who is closely associated with the Board member, has or had in the last three (3) financial years before his/her appointment a business relationship with:

- i) the Bank, or
- ii) a person related to the Bank, or
- iii) a shareholder owning directly or indirectly a holding equal to or higher than 10% of the Bank's share capital during the last three (3) financial years before his/her appointment, or of an NBG-affiliated company, if this relation affects or may affect the business activity, either of the Bank or of the member or of the person closely associated with it. This is the case especially when the person is a significant supplier or a significant customer of the Bank.

A significant customer is considered to be a customer who is ranked among the top 10 customers of the Bank or any of its affiliated companies, on the basis of either total value of credit outstanding, deposits or remuneration/fees paid during the previous calendar year and/or an organization that receives

significant contributions/sponsorships by the Bank or its affiliated companies. A significant supplier is considered to be a supplier who has annually supplied to the Bank services or goods worth more than Euro 1 million over the preceding 3 calendar years.

**6.4.3** a Board member or the person, who is closely associated with the Board member:

- i) has served as member of the Board of NBG or of an NBG-affiliated company for more than 9 cumulative financial years at the time of his/her election,
- ii) has served in a management post or had an employment, project, services provision or paid mandate relationship with the Bank or an NBG-affiliated company in the last 3 financial years before his appointment,
- iii) is a relative by blood or marriage up to the 2nd degree of kinship, or spouse or partner considered to be equivalent to a spouse, of a board member or of a senior officer or of a shareholder, with a shareholding equal to or higher than 10% of the share capital of the Bank or of an NBG-affiliated company,
- iv) has been appointed by a specific shareholder, as provided for in Article 79 of Law 4548/2018, in the event that the Bank's Articles of Association may provide such possibility,
- v) represents shareholders holding directly or indirectly a percentage equal to or higher than 5% of the voting rights at the general meeting of the Bank's shareholders during his/her term of office, without written instructions,
- vi) has in the last 3 financial years before his/her appointment conducted a statutory audit in the Bank or in an NBG-affiliated company, either through a firm, or himself/herself, or a relative by blood or marriage up to the 2nd degree of kinship, or his/her spouse,

vii) is an executive member of another company's board of directors, where an executive member of the Bank participates as a non-executive member

**6.4.4** Any of his/her closely associated persons own 10% or more of NBG's total shares.

**6.4.5** He/she or his/her closely associated persons have been over the 3 years preceding his/her appointment a partner, associate or employee of NBG's external auditor.

**6.5** For the purposes of Art. 6.4 of the present Code, a closely associated person with a director is, as the case may be: a) any relative by blood or marriage up to the 2nd degree of kinship, or spouse or partner considered to be equivalent to a spouse b) any legal entity carrying out commercial activities in which the director or any of his relatives under (a) hereinabove are Board members, senior executives or partners or of which they control directly or indirectly 10% or more of the capital or the voting rights.

**6.6 Induction and ongoing professional development of directors:** New directors participate in an induction programme provided by the Bank that includes presentations on corporate governance, legal and regulatory framework, risk management, business plan, key financial and accounting issues, compliance, Code of Conduct and key Bank Policies, management structure and executive officers, internal control system. The induction programme includes meetings with key executives of the Bank. In addition, the Bank provides continuous professional development programmes for all members of the Board so as to enhance the Board's supervisory capabilities. NBG's training programme for directors is held regularly and falls within the framework of their ongoing training and updating in all the aforesaid matters related to NBG's normal operations. The Board Chairman is responsible for overseeing the design and implementation of these programmes, under the coordination of the CGNC.

## **7 Nomination and election of directors**

**7.1** The CGNC formulates and manages the policy and the selection procedure for the directors that will be appointed by the Board or will be proposed by

the Board to the General Meeting. The Policy is approved by the Board following the prior written consent of the HFSF.

**7.2** Directors are elected by the General Meeting for a term that should not exceed three (3) years, and can be re-elected for an indefinite number of terms. Under Greek law, the directorship can be revoked by resolution of a General Meeting of Shareholders. When considering proposals concerning the size and composition of the Board and election of Board members, one of the factors that is taken into account is the term of office of existing and candidate Directors, in case it is deemed appropriate to have different term expiry dates among Directors.

**7.3** The competent authorities confirm that the individual is fit and proper to act as a member and provide the relevant approvals, when required.

## **8 Rights and obligations of directors**

### **Rights**

#### **8.1 The right to information:**

**8.1.1** In addition to reviewing quarterly results prior to disclosure, directors review, on at least a quarterly basis, the financial performance indicators relating to NBG's business targets.

**8.1.2** In addition to information regularly received by the Board, directors have access to any company information, records, and books through the Chairman. Where the Chairman, in consultation with the CEO, considers that he has significant reasons to decline such a request, the matter is referred to the CGNC, which makes a relevant recommendation to the Board.

**8.1.3** In the course of carrying out their duties and in order to seek information and advice, directors should have access to any member of senior management of the Bank or the Group through the Chairman. Where the Chairman, in consultation with the CEO, considers that he has significant reasons not to accept such a request, the matter is referred to the CGNC, which makes a relevant recommendation to the Board.

**8.2 The right of access to the Agenda:** Any director may request that the Chairman includes one or more items on the next Board meeting Agenda.

Two or more directors may require the Chairman to include one or more items on the next Board meeting Agenda.

**8.3 The right to adequate insurance cover:** Directors are provided, at the Bank's expense, with adequate insurance cover for legal or other risks associated with their duties at NBG.

**8.4 The right to record disagreement:** Directors are entitled to express any disagreement with a Board decision, and to have their view recorded in the minutes. In any case, the views of the minority should be recorded in the Board's minutes in case there is no unanimous decision.

**8.5 The right to data privacy:** Directors are entitled to confidentiality of all their disclosures to the Board, its Committees and the Bank, insofar as such disclosures are not already in the public domain, unless the release of such information is required by the legislative and regulatory framework of Greece or the US (insofar as the latter concerns NBG), the Bank's Internal Regulation, the present Code or specific Bank policies approved by the Board.

### **Obligations**

**8.6 Ethics, moral integrity and good reputation:** Directors should maintain and uphold the highest ethical standards and moral integrity. Any event that may adversely impact on their reputation and credibility in Greece or any country where the NBG Group is active should be immediately reported to the Chairman, who can make proposals to the Board on the issue. Without prejudice to the presumption of innocence applicable to criminal proceedings, the following factors should at least be considered in the assessment of reputation, honesty and integrity:

Convictions or ongoing prosecutions of criminal offence, in particular:

- offences under financial, banking and securities legislation, including legislation concerning money laundering, corruption, market manipulation and usury
  - offences of dishonesty, fraud or financial crime
  - tax offences
  - offences under corporate law, bankruptcy, insolvency and consumer protection.

**8.7 Honesty and integrity:** Each member of the Board shall act with honesty, integrity and due independence so that he will be able to understand and



formulate arguments accordingly, during the deliberation of decisions taken by the senior executives whenever necessary, as well as to oversee effectively and monitor the decision-making process by the Bank's management.

**8.8 Compliance:** Directors should undertake to comply with all laws and regulations in all aspects of their public and private lives. Any ongoing litigation in which they are involved or real risk that litigation may occur should be immediately reported to the Chairman, who can make proposals to the Board on the issue.

**8.9 Regular attendance:** On the responsibility of the Board Secretary, the attendance of each director, whether in person or via teleconference, should be recorded in the minutes and individual attendance levels should be reported in the Bank's regular disclosures on a yearly basis. Each director should attend at least the minimum number of Board meetings required by law or under the RFA with the HFSF, each time applicable. Absence from some meetings is allowed when reasonably justified. Attendance of all directors in the General Meeting of Shareholders is desirable. In case of Board meetings concerning the Bank's financial statements or issues for which General Meeting approval by increased quorum and majority is required in accordance with Law 4548/2018, the Board shall form a quorum as provided by article 5 para 3 of Law 4706/2020, when at least two (2) independent non-executive Board members attend.

**8.10 Diligence:** In accordance with law, directors should apply the highest level of diligence in discharging their duties.

**8.11 Protection and use of company assets:** All directors should endeavour to protect the Bank's assets and ensure their profitable use. All NBG Group assets must be used only for legitimate business purposes.

**8.12 Fair dealing and equal treatment:** Directors should treat fairly, as far as possible, all of the Bank's employees, suppliers, customers and competitors. Directors should not take unfair advantage of anyone through, for instance, the use of insider information or concealment of information or misrepresentation of material facts.

**8.13 Communication:** The Bank and the Group companies are represented in accordance with law and their Articles of Association. The CEO, the Board Chairman and, depending on the case, other senior managers are

responsible for the Bank's communication with investors. Other directors may participate in meetings with investors, at the Chairman's consent, without however legally representing the Bank.

**8.14 Confidentiality:** Directors will take all reasonable measures and precautions to maintain the secrecy and confidentiality of all confidential information of the Bank and the Group.

Any confidential information which may come to their knowledge in the performance of their duties as Directors at the Bank should not be disclosed either during their tenure or following termination (by whatever means) to third parties unless required by the legislative or regulatory framework or allowed under the applicable policies and procedures of the Bank.

On termination of their appointment, Directors will deliver to the Bank all books, documents, papers and other property of or relation to the business of the Bank or any Group Company which are in their possession, custody or power by virtue of their position.

Even after stepping down from the Board, directors should maintain strict confidentiality of all information that has not been disclosed by the Bank and are under obligation not to disclose any of the Bank's information, data, reports or background information which came to their knowledge in the course of their duties, insofar as such information has not otherwise entered the public domain.

### **8.15 Conflicts of interest, third party transactions and relevant disclosures**

**8.15.1** Directors have a duty of loyalty to the Bank. They should strive to avoid conflicts of interests with the Bank and the NBG Group Companies, pursuant to the provisions of the relevant Group policies regarding avoidance of conflicts of interest. In that context, each member must proceed in relevant declarations on the fact that there are no financial affiliations with the credit institution causing a conflict of interest or impairing their independence before appointment, in accordance with the Bank's Suitability Policy.

**8.15.2** Directors:

**8.15.2.1** should not exploit for personal gain opportunities or potential opportunities that may result from the use of corporate property, from information obtained as a result of their participation in the NBG Board or, in general, from their capacity as members of the NBG Board,

without the consent of the Board, which can be given on the basis of a recommendation by the Corporate Governance and Nominations Committee. Directors should advance the Bank's interests whenever the opportunity to do so arises.

**8.15.2.2** should not become a Board member, an executive or an employee of any of the Bank's major institutional shareholders (i.e. those with a shareholding of over 1%) engaging professionally in trading of the Bank's shares.

**8.15.2.3** should not become a member of an undertaking or a professional organization between which and the Bank recently occurred or is about to occur a conflict in a form of judicial litigation, workers' mobilization, boycott, or other similar action, which may have a material impact on the results and/or the goodwill of the Bank and/or a Group Company.

**8.15.3** Directors are strictly prohibited from using any information they obtain in the course of their duties to carry out transactions in NBG shares whether by themselves or by third parties. To this end, directors and their affiliates (as per article 6.5 hereinabove) shall trade in NBG's or other Group companies' securities in line with the provisions of the law and the Bank's relevant Policies. The Group Corporate Governance Division notifies in detail the Board members of their obligations arising under the legal and regulatory framework. Directors should disclose annually to the CGNC, via the Board Secretary, their main professional positions and activities, including their duties in non-profit organizations as well as the names of the legal entities in which they themselves or their affiliates are shareholders or possess holdings that allow them to control 10% or more of the capital or voting rights in such entities. Directors are under obligation to disclose to the CGNC, via the Board Secretary in a timely manner, any changes to the above as well as any other event that might generate a conflict between their interests and NBG Group interests or may alter their capacity as non-executive or independent directors.

**8.15.4** Any business relationship and/or transaction between the Bank and a member of the Board or related person (e.g. a business partnership, loan, deposit) should be integrated into the Bank's normal business framework and governed, mutatis mutandis, by the same conditions as those governing

the Bank's current transactions with the rest of its customers, always in conjunction with the Bank's risk management rules.

**8.15.4.1** In any case, under the law, directors are required to disclose to the Group Corporate Governance Division all their current particulars and the transactions of a credit nature that they themselves and their relatives have with the Bank and other Group companies within 20 days of the end of the calendar year.

**8.15.4.2** Directors should proceed to disclosures of transactions between themselves/closely associated persons and the NBG Group in accordance with the provisions of the Bank's internal policies, such as the Policy for Connected Borrowers of the Bank & the Group in Greece and the Policy for avoiding conflicts of interest for Board members, Senior Executives and other Related Parties of NBG. The Bank ensures that all relevant approvals at Board level or General Meeting of Shareholders' level are granted as required in accordance with the relevant regulatory framework.

**8.15.4.3** Pursuant to the European and national legal and regulatory framework on insider dealing, directors are obliged to notify the HCMC and the Bank (NBG Group Corporate Governance Division), promptly and at the latest within three (3) business days after the date of the transaction, of any transaction on shares and debt instruments of NGB, or on derivatives or other financial instruments linked thereto, that they conduct on their own account, provided that the annual value of those transactions as a whole, exceeds the amount of €5,000.

**8.15.4.4** Directors abstain from the discussion and do not participate in decision making regarding any issue in which they or related parties thereto in line with the applicable legislation and the Bank's internal policies may have an actual or potential conflict of interest with the Bank or the Group. When in doubt, they must consult with the Chairman or, in case of conflict with the Chairman, with the Chairman of the Compliance, Ethics and Culture Committee, in cooperation with the CGNC as appropriate. In this case, decisions are made by the remaining Directors and, in case said abstention(s) leads to remaining Directors not forming a quorum, remaining Directors, irrespective of their

number, should proceed to the convocation of a General Meeting for the sole purpose of reaching this specific agreement.

**8.15.4.5** The Chairman may ask one or more directors to abstain from the discussion and decision making if he/she considers that there is a conflict of interest on specific topics.

**8.16 Other appointments/External directorships:** The Bank and its Directors should comply with the provisions of Law 4261/2014, as in force, as regards the sitting on the boards of legal entities other than NBG Group companies. The calculation of the number of directorships that a director may hold, should be based on the Joint ESMA and EBA Guidelines.

**8.17 Directors' share ownership:** In order to align their personal interests with the long-term interests of NBG shareholders, directors may acquire NBG shares. In addition to other disclosure obligations related to the acquisition and disposal of NBG shares, directors shall disclose, on an annual basis, the number of NBG shares they own and the number of NBG shares they acquired and sold during the preceding twelve (12) months, to the Manager of NBG Group Corporate Governance Division, who reports to the Board as required within the context of the Conflict of Interest Policy.

**8.18 Resignation of executive directors upon retirement:** Every director who is an employee of the Bank must resign upon their retirement or departure from the Bank or the Group.

## **9 Director remuneration**

**9.1 Board remuneration proposal:** The Board, upon proposal by the CGNC, formulates the proposal to the General Meeting of Shareholders regarding the remuneration of its members for their services (independently of any other remuneration they receive as executives or employees). The remuneration proposal shall be in line with the provisions of the applicable regulatory framework and the Directors' and Senior Managers' Remuneration Policy, taking also into account best practices in the industry, and should adequately reflect the time and effort the directors are expected to contribute to the work of the Board while at the same time fostering Board efficiency. Directors are remunerated on a yearly basis. They are also remunerated for their participation in the Board Committees or for any other ad hoc duties assigned to them by the Board. As long as the Bank is subject to the provisions of Law 3864/2010 (article

10 para 3) and the Bank's Restructuring Plan, as currently in force and as long as these are applicable, no stock options programs are awarded to directors; however, restricted stock awards may be granted.

**9.2 Transparency of Board remuneration:** The Bank fulfils the relevant disclosure requirements provided in the applicable regulatory framework, such as through the Annual Directors' Remuneration Report in accordance with the provisions of Article 112 of Law 4548/2018, as in force. The Annual Corporate Governance Report/Statement contains information on the remuneration paid to each director in his/her capacity as such, together with a breakdown of the items such remuneration comprises (remuneration in shares, cash payments etc.), as well as a breakdown of the remuneration paid to each of the directors charged with executive duties.

**9.3 Term limits:** The Bank does not place any term limits for its directors.

## **10 Internal Control System (ICS)**

**10.1** Aiming to safeguard the reputation and credibility of the Bank and the Group towards its shareholders, customers, investors and the supervisory and other independent authorities, the Board of Directors provides for the continuous enhancement, at Group level, of its ICS. The ICS is designed to ensure effective and efficient operations, adequate identification, measurement and mitigation of risks through adequately and efficiently designed internal controls, prudent conduct of business, sound administrative and accounting procedures, reliability of financial and non-financial information reported or disclosed (both internally and externally) and compliance with laws, regulations, supervisory requirements and the NBG Group Internal Policies, Procedures and Regulations.

## **11 Sustainable Development**

**11.1** The Board reviews the Group Policy for Sustainable Development that the Bank has in place, recognizing that its activity has, both directly and indirectly, a social, financial and environmental impact on interested parties, including investors and shareholders, customers, staff, partners and suppliers, the business community and the state, as well as wider impact on the economy, society and the natural environment, The purpose of the Policy is to establish

a framework for the development of appropriate actions that contribute to the managing the Bank's and the Group's financial, social as well as environmental impact on sustainable development.

## **12 Relations with shareholders**

**12.1 Agenda:** The Board decides the issues that will be on the agenda of the General Meeting of Shareholders. The Bank makes every effort to ensure that Shareholders receive all the documentation and other information required regarding the items on the agenda at the time the agenda is published.

**12.2 Shareholder participation:** The Board should facilitate the participation of shareholders and ensure informed shareholder decision making at the General Meeting of Shareholders. Accordingly, the Board Secretary coordinates all necessary procedures for the organisation of the General Meetings.

**12.3 Share-related remuneration for senior managers:** The General Meeting of Shareholders approves all share-related director, employee and executive compensation plans, in line with the provisions of the legal and regulatory framework. The Board, assisted by the HRRC in the case of executives, submits a proposal to this effect. The main features of every plan as above are disclosed to shareholders at the time of publication of the agenda of the General Meeting.

**12.4 Annual Corporate Governance Statement:** At the time of the publication of the agenda of the Annual General Meeting, the Board shall draft and submit to the General Meeting of the Bank's Shareholders a management report, in which the Corporate Governance Statement is included. The Board Secretary is responsible for preparing the Corporate Governance Statement, which is approved by the Board upon recommendation by the CGNC. The Report should contain the information provided in the regulatory framework as each time applying.

## **13 Implementation and review**

**13.1 Letter of appointment:** Upon their appointment and following the meeting at which the Board constitutes itself into a body, all directors receive and countersign a letter of appointment from the Chairman which states their responsibilities, rights and obligations, including their obligation to observe the present Code.

**13.2 Exceptions:** Exceptions to any rights and/or responsibilities provided for in the present Code should be approved by the Board on a proposal by the CGNC. Following a proposal by the CGNC, the Board may decide not to implement specific provisions of the Code for a certain reason. When the law so requires, the decision to adopt exceptions must be disclosed in the Annual Corporate Governance Report.

**13.3 Review and amendments:** The present Code, together with the various other components of the Bank's corporate governance framework, is reviewed by the CGNC, which is competent to propose any amendments deemed appropriate for Board approval. The Board may at any time and at its own initiative adopt amendments of the present Code. Any amendment to the present Code shall be duly disclosed, while the Code shall also be submitted to the HFSF 5 days after the relevant Bank's approval.

**13.4 Interpretation:** Any issue concerning interpretation of this Code shall be referred to the CGNC, which shall forward its recommendations to the Board.

**Approved by the Board of Directors on 30.06.2021.**