

**NOTIFICATION REQUIREMENTS UNDER LAW 3556/2007**

**PROCEDURE FOR THE NOTIFICATION OF CHANGE OF MAJOR HOLDINGS UNDER  
ARTICLES 9, 10, 11, 11A AND 14 OF LAW 3556/2007**

Within the context of the applicable legal and regulatory framework and in particular according to the provisions:

1. of Law 3556/2007 on “Transparency requirements regarding information on issuers whose securities have been admitted to trading on a regulated market and other provisions”, as in force;
2. of Commission Delegated Regulation (EU) 2015/761 of 17 December 2014 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to certain regulatory technical standards on major holdings;
3. of Decision No 1/434/3.7.2007 of the Board of Directors of the Hellenic Capital Market Commission on “Specialization of periodic and ongoing notification requirements under Law 3556/2007”, as in force;
4. of Circular No 33 of the Hellenic Capital Market Commission on “Clarifications regarding ongoing notification requirements as provided for under articles 9-16 of Law 3556/2007 on “Transparency requirements regarding information on issuers whose securities have been admitted to trading on a regulated market and other provisions” and under articles 4-10 of Decision No 1/434/3.7.2007 of the Board of the Hellenic Capital Market Commission,

persons acquiring or disposing of major holdings (see PERSONS SUBJECT TO NOTIFICATION REQUIREMENTS herein below) are required to submit the “Form of Notification of Significant Changes in Voting Rights”, duly signed, to:

**A. National Bank of Greece SA** (Issuer), via registered mail addressed to Bank’s Subdivision for Shareholder Register, General Meetings & Corporate Announcements (93 Eolou St., 10551, Athens, ground floor), to the attention of Mr. Nikolaos Giannopoulos, or via e-mail to the following e-mails: [group\\_governance@nbg.gr](mailto:group_governance@nbg.gr) and [giannopoulos.nik@nbg.gr](mailto:giannopoulos.nik@nbg.gr), or fax: +30 210 334 3410, +30 210 334 3095. Persons subject to notification requirements are requested to confirm the successful receipt by the Bank and may contact by telephone for this reason the tel: +30 210 334 3419 and +30 210 334 3411 (Bank’s Subdivision for Shareholder Register, General Meetings and Corporate Announcements), as well as to.

- B.** the Central Register of the Hellenic Capital Market Commission (HCMC) (Supervising Authority) following the each time applicable HCMC's instructions published at its website (<http://www.hcmc.gr>), indicating "Form for notification of major holdings (Greek law 3356/2007, as in force, articles 9,10,11, 11A)". The legally signed form is also submitted either by fax: +30 210 337 7243 or by email to: [tr1@cmc.gov.gr](mailto:tr1@cmc.gov.gr). In all cases, the form, as in force and available at the HCMC's website in the respective Section "Disclosure – Template Documents" should be duly filled in according to the applicable legal and regulatory framework and HCMC's instructions and accompanied by a cover page, with, at least, the sender's particulars, his/her signature, the contact telephone number and the number of pages that follow.

Said persons should submit the duly signed relevant Form of Notification to both National Bank of Greece and the Hellenic Capital Market Commission, promptly and within three (3) trading days at the latest following the date on which the person subject to notification requirements:

- a) becomes aware of the acquisition or disposal of or entitlement to exercise voting rights, or
- b) in light of the current circumstances, ought to have been aware of the acquisition or disposal or entitlement to exercise voting rights, irrespective of the date on which the acquisition or disposal are effected or the entitlement to exercise voting rights is effective, or
- c) is informed of the corporate event that changes the breakdown of the voting rights.

It is noted that the person subject to notification requirements is liable for the correct filling-in of the Form of Notification and for any mistakes or omissions therein. Notifications that are made in compliance with the provisions of Law 3556/2007 and the relevant legal and regulatory framework and any instructions by the HCMC do not cover or abolish the specific notification requirements regarding the possession/or disposal of a qualifying holding in credit institutions according to the provisions of Law 4261/2014, as in force and Act No. 142/11.6.2018 "Procedures for a) the authorization of credit institutions in Greece and b) the acquisition, or increase in, a holding in credit institutions " as applicable.

### **PERSONS SUBJECT TO NOTIFICATION REQUIREMENTS**

**Persons (individuals or legal entities) subject to the requirement to notify as above are the following:**

1. Shareholders who acquire or dispose of shares of the Bank, and the percentage of voting rights they hold reaches, crosses or falls below the thresholds of 5%, 10%, 15%, 20% 25%, 1/3, 50% and 2/3, due to this acquisition or disposal.

This requirement also applies to first-time shareholders provided that such acquisition reaches or crosses the relevant thresholds.

This requirement applies to:

(a) the total number of shares with voting rights, and

(b) each class of shares, provided that voting rights are attached thereto.

2. Shareholders who hold a percentage of voting rights that reaches, crosses or falls below the aforesaid thresholds, as a result of corporate events which modify the breakdown of the voting rights.

3. Shareholders who hold a percentage of voting rights higher than 10%, in all cases where a change in the percentage of the voting rights they hold occurs, which is equal to or higher than 3% of the issuer's aggregate voting rights, as a result of the acquisition or disposal of shares with voting rights or of corporate events.

Any new modifications to the above levels, following completion of the above notifications, shall create new notification requirements.

4. Any person entitled to acquire, dispose of or exercise voting rights in any of the cases under Article 10 of Law 3556/2007, when the percentage thereof reaches, crosses or falls below the thresholds specified in paragraph 1 hereinabove or when a change under paragraph 3 occurs.

5. Any persons who acquire or dispose of, directly or indirectly through a third party, the following financial instruments:

- Securities,
- Options,
- Futures,
- Swaps,
- Forwards,
- Contracts for Difference, and
- Other contracts or agreements with a similar economic effect, for which a physical or cash settlement or arrangement may apply,

provided that:

- i. On maturity, they provide the holder, under a formal agreement, either the unconditional right to acquire or the discretion as to the right to acquire shares of the Bank to which voting rights are attached and which are already issued or
- ii. They are not included in (i) hereinabove, but concern shares mentioned herein and have an economic effect similar to that of the financial instruments listed herein, whether they provide a right of physical settlement or not,

when the percentage of voting rights reaches, crosses or falls below the limits under case 1 or a change under case 3 occurs.

6. Any person, when the number of the Bank's voting rights held directly or indirectly by such person, under cases 1 to 4 hereinabove, aggregated with the number of voting rights relating to financial instruments held directly or indirectly under case 5, crosses or falls below the thresholds set out in case 1.

It is pointed out that a person subject to notification requirements who has already notified the voting rights relating to financial instruments under case 5 shall notify anew when he/she acquires the underlying shares and, due to this acquisition, the total number of the voting rights attached to shares issued by the Bank has reached or crossed the thresholds set out in case 1.

Further analysis of the particulars as above can be found in Articles 9, 10, 11, 11A and 14 of Law 3556/2007, as in force, while the exceptions and exemptions from the requirements set by such Articles are described in Articles 12 and 13 of the same Law.

Relevant legislation and decisions can be found on the website of the Hellenic Capital Market Commission (<http://www.hcmc.gr>), by selecting the relevant links.

It is pointed out that, pursuant to Article 26 of Law 3556/2007, as in force, sanctions are imposed in the event of breach of the above obligations.

The Form of Notification of Significant Changes in Voting Rights is available on the website of the Hellenic Capital Market Commission, through the following link: <http://www.hcmc.gr/aweb/files/dposlc/files/Form%20for%20notification%20of%20major%20holdings.pdf>.

**IMPORTANT NOTE: DESCRIPTIONS INCLUDED IN THE PRESENT NOTIFICATION, CONSTITUTE A SUMMARY OF THE MAIN OBLIGATIONS, ACCORDING TO NATIONAL BANK'S ESTIMATE, ARISING FROM THE RELEVANT LEGISLATION. IT SHALL NOT BE UNDERSTOOD TO COVER ALL THE OBLIGATIONS OF THE RELEVANT PARTIES ARISING UNDER THE LAW AND UNDER NO CIRCUMSTANCES DOES IT SERVE AS A SUBSTITUTE FOR THE CAREFUL STUDY OF THE RELEVANT APPLICABLE PROVISIONS BY SUCH PERSONS WHICH ARE SUBJECT TO NOTIFICATION REQUIREMENTS**