



NATIONAL BANK OF GREECE

EXTRAORDINARY GENERAL MEETING 18 January 2016

Draft Resolutions/Board Remarks on the items on the agenda of the General Meeting

Approval of the transaction by which NBG and Group companies will sell their equity holding in the foreign subsidiaries Finansbank A.Ş. and Finans Leasing.

Required Quorum:	1/5 of total common voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Bank's revised Restructuring Plan, which was approved by the European Commission on 4 December 2015 and includes commitments of the Hellenic Republic to the European Commission relating to the provision of state support to NBG within the context of its recapitalisation, inter alia, provides for the Bank's full divestment of its subsidiary company, Finansbank.

For the sale of the NBG Group's equity holding in Finansbank, NBG held an international competitive tender seeking the most beneficial outcome for the Bank and its shareholders and the maximization of the consideration offered. The stages of the procedure adopted included firstly the hiring of financial and legal Advisors highly experienced in carrying out similar transactions in the financial industry at international level and then, in collaboration with the



said Transaction Financial advisors ("Advisors"), exploration of interest by potential eligible international strategic investors who are considered successful in the banking industry and could adequately finance such a transaction. Subsequently, the relevant preliminary contacts indicated, in principle, the existence of interest for the planned transaction (June - August 2015).

Accordingly, the interested investors were asked to sign confidentiality agreements with the Bank in order to get access to the Info Pack prepared for the purposes of submitting non-binding Offers. The relevant Process Letter which set out in detail the process of submitting non-binding Offers together with the Info pack were sent, via the Transaction Advisors, to five interested investors, who signed the relevant confidentiality agreements (August - September 2015).

Within the context of the said process and following such, three non-binding offers were submitted, which were assessed by the Bank's Management in collaboration with the Transaction Advisors, and it was decided that all three were eligible to participate in the next stage of the process. The said stage included the performance of a financial, legal and tax audit on Finansbank (September-November 2015) and was concluded with the submission of binding offers, which would have to meet the clearly defined requirements, i.e. the offers would have to include:

- (a) the Consideration for the acquisition of shares in Euro and in cash, in order to mitigate foreign exchange risk,
- (b) the obligation of the buyer to undertake the Subordinated Loan that NBG had granted to Finansbank (Tier II Sub-Debt), its nominal value totalling USD 910 million upon the Closing of the Transaction, and
- (c) the comments of interested parties on the draft SPA that had been forwarded to them.

Lastly, two of the interested parties submitted binding offers.

Following their assessment by the Bank's Management in collaboration with the Transaction Advisors, NBG negotiated with Qatar National Bank S.A.Q. (QNB), whose binding offer was deemed to be the most beneficial for the Bank and its shareholders. The negotiation was concluded with an agreement in principle, subject to the approval of the Hellenic Financial Stability Fund (HFSF), the Bank's Board of Directors and the General Meeting of Shareholders and, accordingly, the said Transaction was submitted to the HFSF for approval; the latter granted its relevant consent on 21/12/2015.

Subsequently, the Bank's Board of Directors decided at its meeting on 21 December 2015 to sell the total NBG Group equity holding in Finansbank, corresponding to 99.81% of Finansbank's share capital (direct holding = 82.23%, indirect holding via NBG Finance Dollar = 9.68% and via NBG International Holdings BV = 7.90%), as well as to sell to Finansbank the aggregate 29.87% of Finans Leasing share capital directly held by NBG (the "Transaction"). The basic terms included in the relevant SPA for the said Transaction with Qatar National Bank are as follows:

- Consideration: EUR 2,750 million, payable in cash.



The consideration also includes 29.87% of Finans Leasing shares held by NBG, which will be transferred to Finansbank by the Closing of the transaction.

- Subordinated Loan:

The Subordinated Loan will be assigned to the buyer at its nominal value on the date of the Transaction Closing.

- Conditions Precedent to Closing:

The Closing of the Transaction requires the fulfilment of specific conditions precedent, including the granting of approvals by the relevant regulatory and supervisory authorities (the Turkish Competition Board, the Turkish CMB, the Turkish Banking Regulation and Supervision Agency, the Turkish Treasury, the Central Bank of Qatar) and the granting of approval by NBG's Extraordinary General Meeting of Shareholders.

- In line with standard practices, the SPA includes specific reps & warranties and indemnities.

As regards comparative data related to listed Turkish banks, it is noted that (according to the data available at 30/9/15) the Price to Tangible Book Value (P/TBV) ratio stands between 0.60x-1.04x (Average: 0.79x). For the proposed Transaction, with Transaction Reference Date the 30th of September 2015, the P/TBV ratio (based on BRSA Standards) stands at 1.07x.

It is also noted that the Group will significantly benefit from the Transaction in terms of capital adequacy and liquidity. The estimated impact from the sale of Finansbank on the Bank's and the Group's financials, on the basis of data available as at 30 September 2015, is set out below.

i. Group

Amounts in € millions	NBG Group 30/09/2015	NBG Group 30/09/2015 Proforma¹	Estimated impact from the sale of Finansbank	Proforma as at 30/09/2015 for the estimated impact of the sale of Finansbank
CET1 ratio	9.6%	16.6%	+8.0%	24.6%

Key financial data

Loans and advances to customers	63,872	63,872	(17,492)	46,380
Total Assets	110,872	113,578	(27,732)	85,846
Due to customers	55,772	55,772	(13,881)	41,891
Total Liabilities	103,522	102,025	(26,952)	75,073
Total equity	7,350	11,553	(780)	10,773

¹ Proforma for the impact of the Share Capital Increase and the issue of contingent convertible bonds, completed at 9 December 2015.



Note that Goodwill and Intangible Assets of Finansbank are already deducted from the regulatory capital of the Group, meaning that the regulatory capital is reduced by only €231 million while the total equity is reduced by €780 million.

Estimated impact on the Income statement

Amounts in € millions	
Loss from sale of Finansbank (Consideration less Finansbank's Book Value)	(780)
Book Value Items to be transferred to Income Statement after selling Finansbank	(3,123)
Total impact on the Income statement	(3,903)

Note that the amount of €3,123 million relating mainly to currency translation differences between EUR and TL has already impaired the Group's total Equity and is recognized in aggregate in the statement of comprehensive income of previous years and the nine months of this year.

ii. Bank

Amounts in € millions	Bank 30/09/2015	Bank 30/09/2015 Proforma¹	Estimated impact from the sale of Finansbank	Proforma as at 30/09/2015 for the estimated impact of the sale of Finansbank
CET1 ratio	14.1%	25.5%	+0.6%	26.1%

Key financial data

Total Assets	77,164	79,870	(3,889)	75,981
Total Liabilities	71,239	69,660	(3,102)	66,558
Equity	5,925	10,210	(787)	9,423

¹ Proforma for the impact of the Share Capital Increase and the issue of contingent convertible bonds, completed at 9 December 2015.



Estimated impact on the Income statement

Amounts in € millions	
Loss from the sale of Finansbank (Consideration less cost)	(787)

Note that the resulting capital benefit will allow NBG (following SSM approval) to repay a large part of the CoCos issued to HFSF under the recent recapitalization of the Bank, which bear an annual interest rate of 8% for the first 7 years.

Pursuant to the above, it is proposed that the EGM approve the sale of NBG Group's total shareholding in Finansbank, amounting to 99.81% of its share capital (direct holding = 82.23%, indirect holding through NBG Finance Dollar = 9.68%, and through NBG International Holdings BV = 7.90%), as well as the sale to Finansbank of 29.87% of the share capital of Finans Leasing, held directly by the Bank, and approve the total Transaction in accordance with the above, and in addition approve all relevant actions carried out heretofore by executive members of the Board and officers of the Bank, and that the executive members of the Board be further authorized to proceed, acting on a sole signature basis, with any necessary or relevant additional actions or representations to carry out the sale, fulfil the necessary conditions and complete, in general, the Transaction as per the said terms stipulated in the SPA.

1. Other announcements and approvals.

[This item usually includes announcements regarding issues of which the Board of Directors wishes to notify the GM, but which do not require voting or decision taking.]



ANNEX 1

HOW SHAREHOLDERS CAN EXERCISE THEIR SHAREHOLDER RIGHTS

In accordance with articles 26.2, 26.2b and 28a of the Companies Act, as amended and supplemented by, respectively, articles 3 and 6 of Law 3884/2010, as in force the Bank informs shareholders of the following:

ENTITLEMENT TO PARTICIPATE IN THE GENERAL MEETING

Any person listed as a shareholder (i.e. holder of common registered shares of the Bank) in the registry of the Dematerialized Securities System managed by Hellenic Exchanges S.A. ("HELEX"), at the start of the 5th day prior to the date of the Extraordinary General Meeting, i.e. on 13/01/2016 ("Record Date"), is entitled to participate in the EGM. Each common share is entitled to one vote.

If this is the case, at the 1st Repeat General Meeting any person listed as a shareholder, as above, on 25/01/2016, i.e. at the start of the 4th day prior to the date of the 1st Repeat GM of 29/01/2016 is entitled to participate in the said GM.

The Hellenic Financial Stability Fund participates in the EGM, as per Law 3864/2010, as amended.

Proof of shareholder status should be provided by presenting to the Bank relevant certification from HELEX or alternatively through direct electronic link-up of the Bank with the records of the Dematerialized Securities System of HELEX. The relevant written certification by HELEX or the electronic verification of shareholder status must have been received by the Bank by 15/01/2016 at the latest, i.e. on the 3rd day prior to the date of the EGM. The same deadline, i.e. the third day at the latest prior to the date thereof, also applies to the Repeat EGM. In other words, in the case of the 1st Repeat EGM of 29th January 2016, the certification or electronic verification of shareholder status must have been received by the Bank by 26/01/2016 at the latest.

Shareholders who are legal entities must also, by the same deadline, file, pursuant to the law, their legalisation documents, unless these documents have already been filed with our Bank, in which case it is sufficient to state where they have been filed in the relevant proxy form.

Shareholders who do not comply with the provisions of article 28a of Codified Law 2190/1920, as above, may participate in the GM only after the Meeting has authorized them to do so.

To exercise the said rights, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the EGM.



PROCEDURE FOR VOTING BY PROXY

The shareholder may participate in the Extraordinary General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to 3 proxy holders. Legal entities may participate in the Extraordinary General Meeting by appointing up to 3 natural persons as proxy holders. However, if the shareholder owns shares in the Bank that are held in more than one Investor Securities Account, such limitation shall not prevent the shareholder from appointing, in respect of the Extraordinary General Meeting, separate proxy holders for the shares appearing in each Account. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Before the Extraordinary General Meeting commences, the proxy holder must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in this paragraph, a conflict of interest may arise in particular when the proxy holder is: (i) is a controlling shareholder of the Bank or is another legal person or entity controlled by such shareholder; (ii) is a member of the Board of Directors or in general the management of the Bank, or of a controlling shareholder or another legal person or entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or another legal person or entity controlled by such shareholder; (iv) is a spouse or close relative (1st degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation of appointment of a proxy holder shall be made in writing and shall be notified to the Bank in writing at least 3 days prior to the date of the EGM.

To participate in the EGM either in person or by proxy, shareholders are kindly requested to fill in and submit to the Bank the form "DECLARATION – AUTHORIZATION FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NATIONAL BANK OF GREECE TO BE HELD ON 18/01/2016, AND ANY REPEAT MEETINGS THEREOF". The Bank shall make available the said form on its website (www.nbg.gr) and through its Branch network. The said form, filled in and signed by the shareholder, must be filed with the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs (ground floor, 93 Eolou St., Athens) or any branch of the Bank's network, or, filled in and signed by the shareholder, sent by fax to +30 2103343404, 2103343406, 2103343410 and 2103343443, or by e-mail to inikol@nbg.gr at least three (3) days prior to the date of the General Meeting. Shareholders should confirm that the appointment-of-proxy form has been successfully received by the Bank by calling +30 2103343415, 2103343421, 2103343422 and 2103343411.



ANNEX 2

**BALLOT PAPER FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
18 JANUARY 2016
(and of any adjourned or postponed meetings thereof)**

		NO	ABSTAIN
ITEM 1:	Approval of the transaction by which NBG and Group companies will sell their capital holding in the foreign subsidiaries Finansbank A.Ş. and Finans Leasing.		
NOTICE: IF YOU WISH TO VOTE IN FAVOUR OF THE ABOVE ITEM, SIMPLY DELIVER THIS BALLOT PAPER WITH NO MARKS HEREON			



NATIONAL BANK OF GREECE

Number of shares and voting rights

In line with the provisions of article 27.3 (b) of the Companies Act 2190/1920, as in force, National Bank of Greece hereby discloses the total number of shares and voting rights existing as at 24/12/2015, the date of the invitation to shareholders to attend the Bank's forthcoming Extraordinary General Meeting:

- 9,147,151,527 common registered shares with the right to vote at the Extraordinary General Meeting.



DECLARATION – AUTHORIZATION FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NATIONAL BANK OF GREECE TO BE HELD ON 18/01/2016, AND ANY REPEAT MEETINGS

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To National Bank of Greece S.A.

Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs

93 Eolou St., Athens, 10232

SHAREHOLDER'S PARTICULARS

<u>NATURAL PERSON</u>				<u>LEGAL ENTITY</u>	
Surname:				Name :	
First name:				Representative :	
Father's name :				Authorized Officer	
	Evidence of ID :	ID card <input type="checkbox"/>	Passport <input type="checkbox"/>	Contact:	
Agreement No ID card/Passport No.:				Registered Office :	
Telephone No.:				Telephone No.:	
INVESTOR'S ACCOUNT:				INVESTOR'S ACCOUNT:	
Share				Number of shares	
GRS003003027					
NATIONAL BANK OF GREECE S.A.					

AUTHORIZATION

I, the undersigned Shareholder, solemnly declare that I am a shareholder of the Bank on the Record Date (as stated in the Invitation to the General Meeting) and intend to participate in the above General Meeting. Furthermore, I hereby appoint Mr/Mrs/Ms:



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to be my proxy, granting authority (jointly or to each one separately) to represent me in the **Extraordinary General Meeting of Shareholders of National Bank of Greece to be held on 18/01/2016 and any repeat meeting thereof**, declaring in advance that I approve of any action taken by him/her in respect thereof. I further authorize my proxy to appoint another proxy to act for him/her in the event of impediment.

It is hereby certified* that the shareholder's signature appears genuine (requested in the event of participation through proxy)			Date.....
			The Shareholder
(by the Citizen Service Center (KEP) , Police or any NBG branch)			(signature)

Note for Natural Persons:

If no proxy is declared, it shall be understood that you will participate **in person** at the General Meeting.

You are requested to fill in, sign and send this form to the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs (93 Eolou St., Athens, ground floor) or to the Head Office or any branch of the Bank, or by fax to: 0030 2103343404, 2103343406, 2103343410 and 2103343443 or by e-mail to inikol@nbg.gr, by Friday 15/01/2016 at the latest and in the case of the 1st Repeat GM of 29/01/2016 by Tuesday 26/01/2016, at the latest.