



NATIONAL BANK
OF GREECE

**ANNUAL GENERAL MEETING
of 30 June 2020**

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

1. Amendment of the Bank's Articles of Association

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 Board of Directors shall propose that the AGM approve the amendment and adjustment of the Bank's Articles of Association to the provisions of Law 4548/2018 on Sociétés Anonymes, and Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 ("CRR").

The amendment and adjustment of the Articles of Association is carried out in accordance with article 110 of Law 4548/2018 and article 73 of Regulation (EU) No 575/2013, and includes amendments, supplements and / or repealing of provisions, as also amendments in light to additional options provided in new Company Law 4548/2018, as follows:

AMENDMENT (in track changes)	NEW ARTICLE (incorporating amendments)
Article 5	Article 5
1..	1..
2..	2..
3..	3..
4..	4..
5. Under the provisions of Article 24 par. 1, Article 56 par. 2, and Articles 71 and 72 of Law 4548/2018, the GM may authorize the Board to resolve on a share capital increase, <u>and/or</u> on the issue of a corporate bond in	5. Under the provisions of Article 24 par. 1, Article 56 par. 2, and Articles 71 and 72 of Law 4548/2018, the GM may authorize the Board to resolve on a share capital increase, and/or

**Please see Number of Shares and Voting Rights below*



~~the form of convertible bonds loans, and/or the issue of profit participation bond loans with rights to participation in profits, and/or~~ on the issue of stock warrants, subject to the disclosure formalities provided for under Articles 12 and 13 of the same Law. In this case, the share capital increase, the corporate convertible bond loans issue, the profit participation bonds loans issue and the capital increase in case of potential exercise of all the warrants issued based on the aforementioned GM's authorization to the Board, may ~~be amount~~ up to three times the level of the capital in existence at the date the said powers are delegated to the Board (extraordinary increase), ~~whereas the amount of the bond issue may not exceed half of the share capital paid-up at such date.~~ The said powers of the Board may be renewed by the GM for a period each time not exceeding five years and shall come into effect on expiry of each previous such period. The said GM resolution is subject to the publication formalities provided for under Articles 12 and 13 of Law 4548/2018.

on the issue of corporate convertible bond loans, and/or the issue of profit participation bond loans, and/or on the issue of stock warrants, subject to the disclosure formalities provided for under Articles 12 and 13 of the same Law. In this case, the share capital increase, the corporate convertible bond loans issue, the profit participation bonds loans issue and the capital increase in case of potential exercise of all the warrants issued based on the aforementioned GM's authorization to the Board, may amount up to three times the level of the capital in existence at the date the said powers are delegated to the Board (extraordinary increase). The said powers of the Board may be renewed by the GM for a period each time not exceeding five years and shall come into effect on expiry of each previous such period. The said GM resolution is subject to the publication formalities provided for under Articles 12 and 13 of Law 4548/2018.

Article 9

1. The GM is the sole corporate body vested with authority to decide on:
- (a) ...
 - (b) ...
 - (c) ...
 - (d) ...
 - (e) ...
 - (f) ...
 - (g) Approval of the remuneration policy under Article 110, which may also apply to senior managers upon relevant resolution of the General meeting approving the policy, and of the remuneration report under Article 112 of Law 4548/2018
 - (h) ...
 - (i) ...
 - (j) ...

Article 9

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- (a) ...
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 - (c) ...
 - (d) ...
 - (e) ...
 - (f) ...
 - (g) Approval of the remuneration policy under Article 110, which may also apply to senior managers upon relevant resolution of the General meeting approving the policy, and of the remuneration report under Article 112 of Law 4548/2018
 - (h) ...
 - (i) ...
 - (j) ...



Article 35	Article 35
1..... 2..... 3..... 4..... 5..... 6..... <u>7. Without prejudice to the conditions provided for in Articles 31 and 161 of Law 4548/2018, it is possible to pay distributions/return profits/capital to shareholders in a form other than cash or own funds instrument. The above distribution/return is subject to the permission of the competent supervisory authorities, as provided for in Article 73 (1) and the conditions provided for in Article 73 (2) of Regulation (EU) 575/2013, as in force.</u>	1..... 2..... 3..... 4..... 5..... 6..... 7. Without prejudice to the conditions provided for in Articles 31 and 161 of Law 4548/2018, it is possible to pay distributions/return profits/capital to shareholders in a form other than cash or own funds instrument. The above distribution/return is subject to the permission of the competent supervisory authorities, as provided for in Article 73 (1) and the conditions provided for in Article 73 (2) of Regulation (EU) 575/2013, as in force.



2. Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 – 31.12.2019), and submission of the respective Auditors' Report.

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 Board of Directors (the Board) shall propose that the AGM approve the Board's Report on the Parent Bank and Consolidated Financial Statements of NBG for 2019 as incorporated in the 2019 Annual Financial Report and approved by the Board at its meeting of 28 March 2020, and also submits the Auditors' Report for information purposes.

These reports can be viewed by the shareholders on the Bank's website at:

<https://www.nbg.gr/english/the-group/investor-relations/financial-information/annual-interim-financial-statements/Documents/Annual%20and%20interim%20financial%20statements/Financial%20Report%2031%2012%202019%20EN.pdf>



3. Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 – 31.12.2019).

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 Board shall propose that the AGM approve the Bank's and the Group's Annual Financial Statements for the financial year 2019 as incorporated in the 2019 Annual Financial Report, including the comparative data for 2018. The Financial Statements of the Group and the Bank are comprised of the Statement of Financial Position, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement, and the Notes to the Financial Statements. The Financial Statements were approved by the Board on 28 March 2020 and can be viewed on the Bank's website at:

<https://www.nbg.gr/english/the-group/investor-relations/financial-information/annual-interim-financial-statements/Documents/Annual%20and%20interim%20financial%20statements/Financia%20Report%2031%2012%202019%20EN.pdf>

The Bank's website also includes a Press Release and a Presentation accompanying the announcement of the full-year results for 2019.

In brief, the Group's results for 2019 were as follows:

In 2019 and 2018, the Bank reported **profit from continuing operations** of €149 million and €62 million respectively, while the corresponding figures for the Group was profit of €257 million compared to loss of €13 million, respectively.

More specifically this significant increase in results from continuing operations is due to:

Net interest income: Increase in net interest income by €73 million to €1,186 million in 2019 mainly driven from the interest income from the Greek government bonds ("GGBs") received from the exchange of Swap with the Hellenic Republic and other investment securities which absorbed the interest expense from the issuance of the Tier II note €400 million in the second half of 2019.

Net fee and commission income: Increase by €14 million to €255 million in 2019 or 5.8% mainly from retail lending and banking fees.

Net trading income/(loss) and results from investment securities and net other income: Increase to €281 million in 2019 from losses of €17 million in 2018 mainly as a result of the exchange of the Swap with the Hellenic Republic for three GGBs, the gains from sale of sovereign bonds and the gain from the disposal of Grand Hotel Summer Palace S.A.



Operating expenses: Excluding the estimated cost for transferring the employees and pensioners from the NBG Auxiliary Fund to State Auxiliary Fund of €90 million and certain one-off items of €18 million, operating expenses (which include personnel, general, administrative and other operating expenses and depreciation which increased by €51 million due to first time adoption of IFRS 16 "Leases") were down by €39 million to €843 million in 2019 i.e. -4.4% on an annual basis, on the back of the successful VES completion concerning a total of 1,106 employees, the reduction of the physical network by 71 branches and tighter operating cost control.

Credit provisions and other impairment charges: Increase by €32 million to €342 million mainly due to increased loan provisions partially offset by impairment release in GGBs from the upgrade in Hellenic Republic credit rating.

Discontinued Operations: This loss is mainly due to the re-measurement impairments attributed to discontinuing operations and mainly to NIC.

The key events for 2019 were:

- Exchange of the Swap with the Hellenic Republic for three Greek government bonds maturing in 2023, 2025 and 2026 with a total nominal value of €3,314 million and fair value of €3,282 million (February 2019).
- During 2019 the Bank has completed the disposal of three portfolios consisting of non-performing exposures.

In particular, on 18 November 2019 the Bank completed the first disposal of non-performing exposures, consisting of a portfolio of unsecured credit cards, consumer loans, small business loans and Small & Medium Enterprises loans with total principal amount of €1.2 billion (Project Mirror). The second disposal was completed on 9 December 2019 and consisted of a portfolio of secured non-performing small business loans and Small & Medium Enterprises loans with total principal amount of €0.9 billion (Project Symbol). The third disposal was completed on 13 December 2019 with the sale of a shipping loans' portfolio of a total size of €262 million.

Following the said disposals together with the effort towards the NPE reduction led to a Group NPE ratio to 31.3% in 2019 from 40.4% in 2018.

- Completion of the disposal of subsidiaries Grand Hotel Summer Palace S.A. (completed on 5.4.2019), NBG Pangaea REIC (completed on 23.5.2019) and Banca Romaneasca S.A. (completed on 30.12.2019).



4. Approval of the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharge of the Auditors of the Bank , with respect to the financial year 2019 (1.1.2019 – 31.12.2019), in accordance with par. 1 case c) of article 117 of Law 4548/2018.

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)

It is proposed that the AGM: i) approve the overall management by the Board of Directors as per Article 108 of Law 4548/2018 with respect to the financial year 2019 and ii) decide on the discharge of the Auditors of the Bank from any liability, as per Article 117 par. 1 case (c) of Law 4548/2018, with respect to the financial year 2019. More specifically:

i) the Board of NBG: Costas Michaelides, Aikaterini Beritsi, Pavlos Mylonas, Christina Theofilidi, Dimitrios Dimopoulos, Panos Dasmanoglou, Dimitrios Kapotopoulos, Yiannis Zographakis, Gikas Hardouvelis, Haris Makkas, Andrew McIntyre, Claude Piret, Eva Cederbalk, John McCormick, Avraam Gounaris, Wietze Reehoorn, Elena Ana Cernat, Periklis Drougkas

ii) Certified Auditors of NBG: The audit firm "PriceWaterhouseCoopers (PwC)" and the regular auditor Mr. Marios Psaltis.



5. Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2020, and determination of their remuneration.

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)

For the audit of the Bank's and the Group's Annual and Semi-annual Financial Statements for the financial year ending 31 December 2020, following proposal of the Audit Committee, the Board of Directors shall propose the appointment of PriceWaterhouseCoopers (PwC), which is responsible by law to appoint at least one regular and one substitute certified auditor, at its discretion.

Moreover, it is proposed that the AGM authorize the Board to determine the remuneration of the certified auditors, following proposal of the Audit Committee, in accordance with the law.



6. Granting of authorization to the Bank's Board of Directors to resolve on a share capital increase, pursuant to Article 24 par. 1 of Law 4548/2018 and/or on the issue of corporate convertible bond loans pursuant to Article 71 of Law 4548/2018, and/or on the issue of profit participation bonds loans pursuant to Article 72 of Law 4548/2018, and/or on the issue of stock Warrants pursuant to Article 56 par. 2 of Law 4548/2018, and Article 5 par. 5 of the Bank's Articles of Association.

Required quorum:	1/2 of total common(*) voting shares
Required majority:	2/3 of the total voting rights (present or represented by proxy)

In accordance with Law 4548/2018 and the Bank's Articles of Association, the General Meeting of Shareholders may authorize the Board to resolve on a share capital increase, and/or on the issue of corporate convertible bond loans, and/or the issue of profit participation bond loans, and/or on the issue of stock warrants which may amount up to three times the level of the capital in existence at the date the said powers are delegated to the Board. The said powers of the Board may be renewed by the GM for a period each time not exceeding five years and shall come into effect on expiry of each previous such period.

In this context, in line with new Company Law 4548/2018, it is proposed, notwithstanding HFSF rights, that the General Meeting grants to the Bank's Board the authorization for the matters mentioned below and for a specific period of time for which this authorization remains in effect and valid and in any case ending as the case may be the earlier of (i) the next Annual General Meeting or (ii) the date of any Extraordinary Annual Meeting or (iii) the date of any change to the Law 3864/2010 (as in effect today), which ever of the (i) or (ii) or (iii) occurs earlier, to increase the Bank's share capital through the issuance of common shares, pursuant to Article 24 par. 1 of Law 4548/2018 and/or to issue corporate convertible bond loans pursuant to Article 71 of Law 4548/2018, and/or to issue profit participation bonds loans pursuant to Article 72 of Law 4548/2018, and Article 5 par. 5 of the Bank's Articles of Association up to three times to the total paid-up share capital of the Bank as at the time of this General Meeting (i.e. € 8,232,436,377.00), and/or to arrange the issue of stock Warrants pursuant to Article 56 par. 2 of Law 4548/2018, and Article 5 par. 5 of the Bank's Articles of Association, so that in case of potential exercise of all of them, the share capital of the Bank will not increase more than three times to the total paid-up share capital of the Bank as at the time of this General Meeting (i.e. € 8,232,436,377.00). It is proposed that, in case the Board decides to make use of this authorization, it shall decide at its discretion the detailed terms of such increase and/or issue of convertible bond loans, and/or the issue of profit participation bonds, and/or the issue of stock Warrants, subject to the provisions of law. This authority may be exercised by the Board one-off or in tranches. It is noted that any such share capital increases and issues of convertible bond loans and/or issues of stock Warrants will be carried out through the exercise of pre-emption rights by the Bank's existing



shareholders, unless those rights are expressly abolished, by virtue of relevant General Shareholders Meeting resolution, according to applicable company law provisions.



7. Granting of authorization to the Bank's Board of Directors in order to proceed to all actions required for forming special reserve for the repayment of holders of Additional Tier 1 capital (AT1), once relevant legislative framework provides such possibility.

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)

It is proposed that the General Meeting grants authorization to the Board of Directors to proceed, depending on changing circumstances and the each time applicable legal and tax regime, at its discretion, to the appropriate actions, in accordance with article 35 par. 3 of Law 4548/2018, either for the capitalization of the share premium account and up to the amount of Euro up to the limit set by Law, by issuance of new common shares (to existing shareholders) or by increase of the nominal value of existing common shares, or for offsetting said reserve against the cumulative balance of the account "Retained losses", having regard to all legal requirements.

The Bank's Shareholders' equity account, Reserves & retained losses amounting to €(11,674) million include cumulative retained losses of €17,940 million which, under article 35.3b of Law 4548/2018, can be covered by offsetting the share premium amounting to €13,863 million, unless reserves or other funds are available and can be used by law to set off such losses. The Board of Directors will have the ability to go ahead with this set-off after first investigating which reserves or other funds can be used by law for this purpose, before setting off the share premium, judging on the basis of the Bank's best interest, also depending on future developments. By covering these accounting losses, the existence of which is acting as a brake on the Bank's potential, the Bank will increase its business flexibility, while possible issues of debt instruments in the future will be more attractive, thereby giving yet more strength to the Bank's capital position, since it will be in a position, when conditions permit, to distribute profits.

The relevant authorization is in force until the next Annual General Meeting of Shareholders.



8. Approval of a program for the purchase of own shares in accordance with Article 49 of Law 4548/2018, as in force, and provision of authorizations to the Board of Directors to determine all further details and proceed to further actions, provided that this is allowed by current financial conditions, taking into account the provisions of the Bank's Articles of Association and the recommendations by Greek and European Supervisory Authorities.

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 Board of Directors proposes for approval the buy-back by the Bank of own shares (treasury stock) as per the terms and conditions under Article 49 of Law 4548/2018, as amended.

Share buy-backs will be carried out as long as current economic conditions permit, and always within the framework of the directives and recommendations issued by the Greek and European Supervisory Authorities. In every case before any purchase by the Bank of own shares (treasury stock) HFSF's approval is required in accordance with article 16c of L. 3864/2010

Under the said framework, the proposed maximum acquisition of own shares is 10% of the total outstanding shares, i.e. a maximum of 91,471,515 shares, to be acquired over a period of 24 months as from the day of the AGM, i.e. through to 29/06/2022. The suggested price range for the purchase of own shares is €0.50 – €3.00.

Furthermore, in the context of this proposed action, the AGM is asked to authorize the Board of Directors to arrange, as it sees fit, any other details and in general to take any other steps required for the implementation of the said share buy-back program, appointing proxies, as selected by the Board, to sign any document.

It is proposed that the aforementioned approval is granted until the convocation of the next Annual General Meeting 2021.

Finally, it is noted that as per Article 16C of HFSF Law, throughout the participation of the HFSF in the capital of a credit institution, the latter shall not be allowed to purchase its own shares without the approval of HFSF. Additionally, in accordance with the "Recommendation of the European Systemic Risk Board of 27.05.2020 on restriction of distributions during the COVID-19 pandemic", it is recommended that at least until 1 January 2021 relevant authorities request financial institutions under their supervisory remit to refrain from undertaking certain actions, including the buy-back of ordinary shares.



9. Approval of Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.

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)

According to the provisions of Articles 110, 111 and 117.1 of Law 4548/2018, the General Meeting of Shareholders should approve the Directors' Remuneration Policy, while in accordance with article 110 para 1, by statutory provision the Policy may also include in its scope the key management personnel, as defined in International Accounting Standard (IAS) 24 para 9.

In this context, the General Meeting of Shareholders held on July 31st 2019 approved the NBG Directors' Remuneration Policy by 99.34% favourable votes. The present Draft Directors' and Senior Managers' Remuneration Policy aims at further enhancing transparency in the remuneration framework of the Bank's management structure, especially by extending the scope of the Policy so as to include not only Board members but also Senior Managers, within the context and fully incorporating the provisions of Directive (EU) 2017/828 (Shareholders Rights Directive II). This new part of the Policy aims to offer shareholders and the market the highest level of transparency and clarity in the remuneration scheme applicable to Senior Managers, thus further strengthening the investment profile of the Bank and ensuring external competitiveness.

In particular, compared to the existing Directors' Remuneration Policy, the main changes brought forward with this draft NBG Directors' and Senior Managers' Remuneration Policy are especially the following:

- the scope of the Policy is extended, in accordance with article 110 para 1 of Law 4548/2018, so as to include, apart from Board members, also the Bank's Senior Management, namely the General Managers and Assistant General Managers;
- consequently, references to the Human Resources and Remuneration Committee have been added, as this is the competent Board Committee in relation to the remuneration of Senior Managers;
- certain remuneration components have been re-categorized so as to be more clear (i.e. benefits in kind and expenses),
- explicit reference has been added on the fixed amount paid in case of termination of employment contracts by the employer in accordance with the labor legislation and the contractual terms, where among others it is also explicitly provided that such payment should have the ratification of the Human Resources and Remuneration Committee;
- amendments/additions made for clarification purposes (eg that where applicable, all remuneration payments are subject to taxes and withholdings);



- additions have been made in relation to the Remuneration Report submitted annually to the General Meeting of Shareholders, so as to provide an overall overview of the regulatory requirements.

Considering that the existing Directors' Remuneration Policy was approved by the previous General Meeting of Shareholders by 99.34% favourable votes, no amendments have been required to incorporate votes/shareholders' opinions expressed on the Policy.

All proposed amendments, incorporated in the Policy as revisions marks, are depicted and can be tracked in the **Draft Directors' and Senior Managers' Remuneration Policy (markup version)**, available on the Bank's website at:

<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>

The **Draft Directors' and Senior Managers' Remuneration Policy (clean version)** is also available on the Bank's website at:

<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>

Subject to adoption by the General Meeting, this Remuneration Policy shall apply for four years, until the annual General Meeting in 2024.

Within that context, it is proposed that the AGM approve the Directors' and Senior Managers' Remuneration Policy in accordance with the aforementioned provisions.



10. Approval of the remuneration of the Board of Directors of the Bank for the financial year 2019. Determination of the remuneration of the Chairman of the Board and executive and non-executive members of the Board through to the AGM of 2021. Approval, for the financial year 2019, of the remuneration of the Bank's Directors in their capacity as members of the Bank's Audit, Corporate Governance & Nominations, Human Resources & Remuneration, Risk Management, Strategy & Transformation and Ethics & Culture Committees, determination of their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2021.

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 Board of Directors, based on a proposal by the Corporate Governance & Nominations Committee, taking into consideration the applicable legal and regulatory framework, and in particular: a) the provisions of legal and regulatory framework on remuneration according to Law 4261/2014 and Law 3016/2002, b) the provisions on maximum amount of remuneration of Art. 10 Par. 3 of Law 3864/2010, c) the Commitments of the Hellenic Republic to the European Commission and the Communication from the European Commission on the application from 1 August 2013 of State aid rules to support measures in favor of banks in the context of the financial crisis (2013/C, 216/01), and d) the consultation with the competent bodies according to Law 3864/2010, as in force, shall propose for approval by the Annual General Meeting, the remuneration of the Chair of the Board and the executive and non-executive members of the Board, for the financial year 2019, for their participation in the BoD and its Committees, Article 27 of the Bank's Articles of Association, and the provisions of the NBG Directors' Remuneration Policy, as presented within the following table, which includes remuneration paid during 2019, totaling **€933,797.74** (total net annual amount following any withholding for insurance fund and income tax requirements). It is noted that, with respect to members who assumed duties or resigned during 2019, according to the notes listed by event under the table of fees, the amounts listed in the table relate to the period during which they were employed at the Bank.

Name and Surname	Capacity	Gross BoD and BoD Committee Remuneration (in Euros)	Net BoD and BoD Committee Remuneration (in Euros)	Gross Remuneration for Dependent Employment (in Euros)	Remuneration for Dependent Employment excluding Insurance and Tax Contributions* (in Euros)
Costas Michaelides	Chair	24,638.97	11,087.54	257,387.97	120,279.74



Aikaterini Beritsi ¹	Vice-Chair ²	74,499.98	35,774.79	-	-
Pavlos Mylonas	CEO	-	-	336,495.41	156,363.77
Christina Theofilidi ³	Executive Member	-	-	120,833.20	55,000.96
Dimitrios Dimopoulos ⁴	Executive Member	-	-	16,000.00	7,584.86
Panos Dasmanoglou ⁵	Executive Member	-	-	137,083.27	58,136.76
Dimitrios Kapotopoulos ⁶	Executive Member	-	-	264,516.47	123,636.29
Yiannis Zographakis ⁷	Non-Executive Member	38,639.07	21,537.52	-	-
Gikas Hardouvelis ⁸	Senior Independent Director	70,416.67	33,992.75	-	-
Haris Makkas ⁹	Independent-Non Executive Member	47,500.25	25,303.04	-	-
Andrew McIntyre	Independent-Non Executive Member	102,794.66	56,771.01	-	-
Claude Piret	Independent-Non Executive Member	113,991.85	61,677.35	-	-
Eva Cederbalk ¹⁰	Independent-Non Executive Member	36,944.55	22,984.75	-	-
John McCormick ¹¹	Independent-Non Executive Member	48,261.23	26,279.27	-	-
Avraam Gounaris ¹²	Independent-Non Executive Member	37,250.00	19,632.52	-	-
Wietze Reehoorn ¹³	Independent-Non Executive Member	47,250.00	24,012.52	-	-
Elena Ana Cernat ¹⁴	Independent-Non Executive Member	42,041.68	21,074.24	-	-
Periklis Drougas	Representative of the Hellenic Financial Stability Fund	103,422.47	52,668.06	-	-
TOTAL		787,651.38	412,795.36	1,132,316.32	521,002.38

*** Insurance contributions, tax, solidarity contribution, stamp duty are not included**

¹ Elected BoD Member on 31 July 2019.

² BoD Vice Chair until 16 April 2020, when the Bank's BoD decided to functionally abolish the position of Vice Chair of the Board of Directors. Mrs. Aikaterini Beritsi continues serving as a non-executive member of the Board, participating in the Corporate Governance and Nominations Committee as its Vice Chair, and in the Human Resources and Remuneration Committee as a member.



³ Elected BoD Member on 31 July 2019. Remuneration shown above concerns the period in which Mrs. Theofilidi has been member of the Board of Directors.

⁴ BoD member until 24 January 2019. Remuneration shown above concerns the period in which Mr. Dimopoulos has been member of the Board of Directors.

⁵ BoD member until 10 July 2019. Remuneration shown above concerns the period in which Mr. Dasmanoglou has been member of the Board of Directors.

⁶ Elected BoD Member on 24 January 2019. BoD member until 30 January 2020. Remuneration shown above concerns the period in which Mr. Kapotopoulos has been member of the Board of Directors.

⁷ BoD member until 10 July 2019.

⁸ Elected BoD Member on 31 July 2019.

⁹ BoD member until 10 July 2019.

¹⁰ BoD member until 10 July 2019

¹¹ BoD member until 29 August 2019

¹² Elected BoD Member on 31 July 2019.

¹³ Elected BoD Member on 31 July 2019.

¹⁴ Elected BoD Member on 31 July 2019.

It is noted that the Executive Board Members do not receive any remuneration in their capacity as BoD and BoD Committee members.

In 2019, the above individuals did not receive any additional compensation (bonus).

Moreover, the Board shall propose, the approval by the Annual General Meeting of Shareholders of the below proposed remuneration, to be granted through to the AGM of 2021, to the Board Chair, the Senior Independent Non-Executive Director and executive and non-executive members of the Board of Directors, pursuant to Article 109 of Law 4548/2018 as in force, as well as in accordance with Article 27 of the Bank's Articles of Association, and in line with the NBG Directors' Remuneration Policy, as per the tables below:

PROPOSED REMUNERATION OF NON-EXECUTIVE BOARD MEMBERS

PROPOSED GROSS ANNUAL BASIC BOARD REMUNERATION (in EUR)	
Board Chair	256,000
Senior Independent Non-Executive Director	95,000
Board Member	42,000



PROPOSED GROSS ANNUAL ADDITIONAL REMUNERATION PER BOARD COMMITTEE (in EUR)						
Capacity	Audit Committee	Risk Committee	Corporate Governance & Nominations Committee	Human Resources & Remuneration Committee	Ethics & Culture Committee	Strategy & Transformation Committee
Committee Chair	33,000	33,000	23,000	23,000	20,000	25,000
Committee Vice-Chair	29,000	29,000	20,000	20,000	-	-
Committee Member	15,000	15,000	13,000	13,000	11,000	13,000

PROPOSED REMUNERATION OF EXECUTIVE BOARD MEMBERS

Capacity	Proposed Gross Annual Remuneration for Dependent Employment (in EUR)
CEO	335,000
Executive Board Members	Up to 300,000

** Board Members' remuneration is determined upon proposal of the Corporate Governance & Nominations Committee*

It is noted that the approval of the above remuneration applies up to the Ordinary General Meeting of Shareholders of year 2021 and of course on condition that in any case the conditions and limits laid down in Art.10 Par.3 of Law 3864/2010 are met. Relevant contracts of the Chair of the Board, the CEO and Executive Board Members shall be amended accordingly as may be required on the level of their remuneration.

Moreover, in view of the volatile and highly competitive conditions in the domestic banking sector, the Board of Directors will continue to examine on an ongoing basis the level of remuneration of the members of the Board of Directors taking into consideration the conditions of competition in the domestic banking sector as well as the work provided by the members of the Board of Directors and that it could adjust such remuneration, in compliance with the provisions of the legal and regulatory framework, including Law 3864/2010, and subject to approval by the Hellenic Financial Stability Fund and by the next Annual General Meeting of Shareholders.



11. Submission for discussion and advisory vote on the fiscal year 2019 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.

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 Board of Directors, based on a proposal by the Corporate Governance and Nominations Committee, and taking into consideration the applicable legal and regulatory framework, in particular the provisions of Article 112 of Law 4548/2018, submits to the General Meeting of Shareholders for discussion and advisory vote the fiscal year 2019 Directors' Remuneration Report.

An overview of the total remuneration paid to members of the Board of Directors for the year 2019 and respective explanations are included in the Report, in accordance with article 112 of Law 4548/2018.

The Directors' Remuneration Report is available on the Bank's website at:
<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>

The Report shall remain available on the Bank's website for a time period of ten (10) years, in accordance with Law 4548/2018.

Pursuant to Article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory.



12. Election of regular and substitute members of the Audit Committee.

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)

In accordance with the provisions of the Relationship Framework Agreement (RFA) between the Bank and the HFSF, the members of the Audit Committee shall not exceed 40% (rounded to the nearest whole number) of total Board members (excluding the HFSF Representative on the Board) and cannot be fewer than three. All members of the Committee shall be non-executive members of the Board, while 75% (rounded to the nearest whole number) of the members (excluding the HFSF Representative on the Board) are independent non-executive members of the Board.

In this context, and taking into account: (a) the provisions of Greek Law 3016/2002, as in force, (b) the existing corporate governance framework and the Bank's Articles of Association, and (c) the current legal and regulatory framework, including Greek Law 4449/2017, Regulation (EU) No 537/2014, Greek Law 3864/2010, the Relationship Framework Agreement with the HFSF and the Audit Committee Charter,

It is proposed that the General Meeting elects the following Board members as regular members of the Audit Committee, with a term of office until the Annual General Meeting of year 2021:

- Mr. Andrew McIntyre (Chair of the Audit Committee)
- Mr. Claude Piret (Vice Chair of the Audit Committee)
- Mr. Avraam Gounaris
- Mr. Wietze Reehoorn
- Mr. Periklis Drougkas - HFSF Representative



13. Various announcements.

[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.]

I. Under Article 17.1 of the Articles of Association and the Corporate Governance Code, the Bank is managed by the Board of Directors, which is composed of seven (7) to fifteen (15) members. Furthermore, under Article 17.3, in the event that as a result of resignation, death or forfeiture for whatever reason a director ceases to be on the Board, and his replacement by substitute members elected by the General Meeting as provided for in paragraph 2 of Article 17 is not feasible, the remaining directors may, by decision taken as provided for in article 25: a) either provisionally elect another director to fill the vacancy for the remaining term of office of the director replaced, or (b) continue to manage and represent the Bank without replacing the missing director(s), provided that the number of the remaining directors is at least seven (7). In the event that a new director is elected, the election shall be valid for the remaining term of office of the director replaced, and announced by the Board to the immediately following GM, which may replace the directors elected even if no relevant item is included in the agenda.

In addition, the exact number of Board members is defined each time by the GM, in compliance with Article 17.2 of the Bank's Articles of Association. Pursuant to the resolution of the General Meeting held on 26.07.2018, 11 directors were elected, with a term of 3 years, i.e. through to the Annual General Meeting of 2021. On 31 July 2019, the Annual General Meeting of Shareholders resolved upon the increase of the number of Board members by two (2), so that the total number of Board members to be thirteen (13), and elected six (6) new Members, four (4) of which were appointed by the Annual General Meeting as Independent Non-Executive Board members, through to the Annual General Meeting of 2021.

On 29.8.2019, during the Board of Directors session, the resignation of Mr. John McCormick from the position of Independent Non-Executive Board Member was announced.

On 30.1.2020, during the Board of Directors session, the resignation of Mr. Dimitrios Kapotopoulos from the position of Executive Board Member was announced.

Thus, following proposal by the Corporate Governance & Nominations Committee, taking into consideration: a) the Bank's relevant internal framework (Articles of Association, Corporate Governance Code, Charter of the Corporate Governance and Nominations Committee and Policy for the Nomination of Board members), b) the existing regulatory framework and in particular Law 4548/2018, Law 4261/2014, Law 3864/2010, and Law 3016/2002, as in force, c) the Relationship Framework Agreement with the Hellenic Financial Stability Fund and the HFSF (revised) Guidelines on the Board of Directors' selection and appointment process in Greek Systemic Banks, d) the existing operating framework of the Single Supervisory Mechanism (SSM) and the guidelines of the European Banking Authority regarding



the assessment of suitability of Board members, e) the need to fill the vacancy under Article 17.3 of the Bank's Articles of Association and the applicable corporate governance principles and considering, also, that the vacancy referred to an Independent Non-Executive Member position, the Board of Directors proceeded to the following election:

At its meeting held on 1 April 2020, the Bank's Board of Directors elected Mrs. Anne Marion Bouchacourt, as new Independent Non-Executive Board Member, in replacement of Mr. John McCormick, in accordance with: a) article 17.3 of the Articles of Association of the Bank and b) the existing corporate governance framework.

This election took place so as to fill the relevant vacancy and the new member will serve through to the AGM of 2021, i.e. for the remaining term of office of the Board member replaced, in accordance with the aforementioned provisions of the Bank's Articles of Association.

A brief resume of the member elected is available on the Bank's website:

<https://www.nbg.gr/en/the-group/corporate-governance/board-of-directors>

The new member fulfils the criteria for independent non-executive Board members of Par. 7 of Art. 10 of Law 3864/2010, as in force.

It is noted that under the provisions of the legal and regulatory framework, the election of new members to the Board of credit institutions is subject to the approval and ongoing control of the ECB's SSM.

II. During its meeting held on 16 April 2020, the Bank's Board of Directors decided to functionally abolish the position of Vice Chair of the Board of Directors. Up to that date the aforementioned position was held by Mrs. Aikaterini Beritsi, who continues serving as a non-executive member of the Board, participating in the Corporate Governance and Nominations Committee as its Vice Chair, and in the Human Resources and Remuneration Committee as a member. During the same Board of Directors meeting, Mr. Wietze Reehoorn was appointed as member of the Audit Committee in replacement of Mrs. Aikaterini Beritsi.



ANNEX 1

HOW SHAREHOLDERS CAN EXERCISE THEIR SHAREHOLDER RIGHTS

Any person listed as a shareholder (i.e. holder of common registered shares of the Bank) in the registry of the Dematerialized Securities System ("DSS") managed by the Hellenic Central Securities Depository S.A. ("HCSD"), at the start of the 5th day prior to the date of the General Meeting, i.e. on 25 June 2020 ("Record Date"), is entitled to participate in the General Meeting. Each common share is entitled to one vote. The aforementioned record date is applicable for the Repeat Meeting of 08.07. 2020 as well.

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

Status of shareholder is verified by any means provided by law and in any case by means of information obtained by the Bank electronically from the HCSD through the Bank's online connection to the DSS. In order to participate and vote at the General Meeting, the shareholder is not required to submit any written confirmation from HCSD. Anyone who has shareholder status on the aforementioned Record Date shall have the right to participate and vote at the General Meeting.

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 relevant General Meeting (AGM or Repeat AGM).

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e. that do not submit in writing or by electronic means the appointment of proxies or representatives to the Bank at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE

In order for shareholders to participate and vote at the Annual General Meeting on 30 June 2020 or at any Repeat meeting thereof which will take place remotely, in real-time by teleconference, without their physical presence, they or their proxies must create and use an electronic shareholder account at the electronic platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr>

The internet platform is provided by the company "Hellenic Central Securities Depository SA." while the WEBEX tool/service team from Cisco Hellas SA is used for the teleconference. In order to access the electronic platform a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.



In order for a shareholder or his/her proxy to create an account in the electronic platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the data registered in the Dematerialized Securities System and have been provided to the Bank by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the Hellenic Central Securities Depository, "Services to facilitate shareholder identification in remote general meetings & provision of 2-factor authentication when investors access ATHEXCS D electronic services", shareholders must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Operator of their Account where the shares of the Bank are kept, or any other intermediary, that provides them with custody services for the shares of the Bank, as the case may be, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the General Meeting by teleconference will be posted on the Bank's website and will be sent by the Bank via email to shareholders that have completed the above procedure and are eligible to participate at the Annual General Meeting or any Repeat meeting thereof.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs by email at GIANNOPOULOS.NIK@NBG.GR or by calling +30 2103343460, +30 2103343415, +30 2103343419, +30 2103343422, +30 2103343417 and +30 2103343411 (daily between 09.00 – 17.00).

Furthermore, starting with the publication of the present and until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at AXIAeShareholdersMeeting@athexgroup.gr

Shareholders that will participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting,
- c) vote in real time during the GM on the matters of the daily agenda,
- d) receive information on the recording of their vote.



PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING (MAIL VOTE)

I. In addition, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the General Meeting that will take place before the General Meeting, under the conditions of article 126 of Law 4548/2018, as well as the following.

Shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of this option:

a) Either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr> in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Friday 26.06.2020 at 11.00 am and until twenty-four (24) hours before the date of the General Meeting (i.e. until 11.00 am on 29.06.2020 at the latest).**

b) Or by completing and sending to the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs the "Mail vote document" which has been published at <https://www.nbg.gr/en/the-group/investor-relations/general-assemblies> with the signature authenticated, at: ground floor, 93 Eolou St., 10551 Athens Greece or by fax to +30 2103343410 and +30 2103343095, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via e-mail to GIANNOPOULOS.NIK@NBG.GR , **at least twenty-four (24) hours before the date of the General Meeting (i.e. by 11.00 am on 29.06.2020 at the latest).**

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Bank **by 11.00 am on 29.06.2020 at the latest.**

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the General Meeting which will take place before the General Meeting, can appoint up to one (1) proxy; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.06.2020 at the latest), as specifically described below in D II.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place before the General Meeting.

III. If the quorum, as required by Law and the Bank's Articles of Association in order to decide the whole or part of the agenda, is not achieved during the meeting of 30 June 2020, at the Repeat General Meeting which will take place on 08.07.2020 at 11.00 am, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the General Meeting, in the following ways:

a) Either by exercising again the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr> in which they have previously created an account and have successfully registered as described in B. above, **during the time period from Thursday 02.07.2020 at 11:00 am and until twenty-four (24) hours before**



the date of the Repeat General Meeting (i.e. until 11.00 am on 07.07.2020 at the latest).

b) Or by completing and sending to the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs a new "Mail vote document" for the items for which no decision was taken on 30.06.2020, which will be published at <https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>, with the signature authenticated at: ground floor, 93 Eolou St., 10551 Athens Greece or by fax to +30 2103343410 and +30 2103343095, or digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via e-mail to GIANNOPOULOS.NIK@NBG.GR, **at least twenty-four (24) hours before the date of the Repeat Meeting (i.e. by 11.00 am on 07.07.2020 at the latest).**

Shareholders that vote as above before the General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Bank **by 11.00 am on 07.07.2020 at the latest.**

IV. For the potential Repeat General Meeting on 08.07.2020, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the General Meeting, they **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 06.07.2020 at the latest), as specifically mentioned below in D II.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before** the Repeat General Meeting.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs by email at GIANNOPOULOS.NIK@NBG.GR or by calling +30 2103343460, +30 2103343415, +30 2103343419, +30 2103343422, +30 2103343417 and +30 2103343411 (daily between 09.00 – 17.00).

In addition, shareholders are asked to confirm that the "Mail Vote document" is successfully sent and received by the Bank, and can, for this purpose, call the above numbers (Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs).

PARTICIPATION PROCESS AND VOTE BY PROXY

I. The shareholder may participate in the AGM and may vote either in person or by proxy. Each shareholder may appoint up to 3 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 AGM, separate proxy holders for the shares appearing in each Account. A proxy appointment can be freely recalled. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.



Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

Before the AGM 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: (i) is a controlling shareholder of the Bank or is another 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 an entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or an entity controlled by such shareholder; (iv) is a spouse or close relative (first degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation or replacement of a proxy holder shall be made in writing or by electronic means that are submitted to the Bank at least forty-eight (48) hours prior to the date of the AGM. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the General Meeting.

II. Specifically for shareholder participation by proxy at the General Meeting on 30.06.2020 or any Repeat Meeting thereof, remotely in real-time by teleconference, or by shareholder participation by proxy at the vote on the items of the General Meeting that will take place before the General Meeting, **shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.06.2020 at the latest).**

Upon receipt of the information above by the Bank, and based on the email address and mobile telephone of the representative, as declared in the proxy document, the Bank creates an account for the proxy on the electronic platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Bank has made available documents:

- a) To appoint a proxy to participate in the Annual General Meeting of Shareholders on 30.06.2020, remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the items of the Annual General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy through the Bank's branch network, and in electronic form on the Bank's website (<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>)



The abovementioned document must be filled-in, signed, and 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 2103343410 and +30 2103343095, or by e-mail to GIANNOPOULOS.NIK@NBG.GR at least forty-eight (48) hours prior to the date of the General Meeting. Shareholders are responsible for confirming the successful dispatch of the appointment in writing and receipt by the Bank and may contact by telephone for this reason: +30 2103343460, +30 2103343415, +30 2103343419, +30 2103343422, +30 2103343417 and +30 2103343411 (Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs).



ANNEX 2
BALLOT PAPER FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
30 JUNE 2020 (and of any adjourned or postponed meeting thereof)

	ITEMS OF THE AGENDA	FOR	AGAINST	ABSTAIN
ITEM 1:	Amendment of the Bank's Articles of Association.			
ITEM 2:	Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 – 31.12.2019), and submission of the respective Auditors' Report.			
ITEM 3:	Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 – 31.12.2019).			
ITEM 4:	Approval of the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharge of the Auditors of the Bank , with respect to the financial year 2019 (1.1.2019 – 31.12.2019), in accordance with par. 1 case c) of article 117 of Law 4548/2018.			
ITEM 5:	Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2020, and determination of their remuneration.			
ITEM 6:	Granting of authorization to the Bank's Board of Directors to resolve on a share capital increase, pursuant to Article 24 par. 1 of Law 4548/2018 and/or on the issue of corporate convertible bond loans pursuant to Article 71 of Law 4548/2018, and/or on the issue of profit participation bonds loans pursuant to Article 72 of Law 4548/2018, and/or on the issue of stock Warrants pursuant to Article 56 par. 2 of Law 4548/2018, and Article 5 par. 5 of the Bank's Articles of Association.			
ITEM 7:	Granting of authorization to the Bank's Board of Directors in order to proceed to all actions required for forming special reserve for the repayment of holders of Additional Tier 1 capital (AT1), once relevant legislative framework provides such possibility.			



ITEM 8:	Approval of a program for the purchase of own shares in accordance with Article 49 of Law 4548/2018, as in force, and provision of authorizations to the Board of Directors to determine all further details and proceed to further actions, provided that this is allowed by current financial conditions, taking into account the provisions of the Bank's Articles of Association and the recommendations by Greek and European Supervisory Authorities.			
ITEM 9:	Approval of Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.			
ITEM 10:	Approval of the remuneration of the Board of Directors of the Bank for the financial year 2019. Determination of the remuneration of the Chairman of the Board and executive and non-executive members of the Board through to the AGM of 2021. Approval, for the financial year 2019, of the remuneration of the Bank's Directors in their capacity as members of the Bank's Audit, Corporate Governance & Nominations, Human Resources & Remuneration, Risk Management, Strategy & Transformation and Ethics & Culture Committees, determination of their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2021.			
ITEM 11:	Submission for discussion and advisory vote on the fiscal year 2019 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.			
ITEM 12:	Election of regular and substitute members of the Audit Committee.			
ITEM 13:	Various announcements.	WITHOUT VOTING		



NATIONAL BANK OF GREECE

***Number of shares and voting rights**

In line with the provisions of Article 123.3 (b) of Law 4548/2018, as in force, National Bank of Greece hereby discloses the total number of shares and voting rights existing as at 09.06.2020, the date of the invitation to shareholders to attend the Bank's forthcoming Annual General Meeting:

Specifically, the total share capital of the Bank amounts to 914,715,153 common registered shares, of which:

- 901,233,294 are common registered shares with the right to vote at the AGM.
- 13,481,859 are common registered shares owned by the HFSF by virtue of the share capital increase of 2013, subject to voting restrictions under Article 7a, Par. 2 of Law 3864/2010, as in force, without the right to vote on the items on the agenda of the AGM, with the exception of Items 1 and 6 on the Agenda concerning which the shares owned by the HFSF by virtue of the share capital increase of 2013 have a voting right.