



**FORM OF PROXY
FOR PARTICIPATING REMOTELY BY TELECONFERENCE AT THE ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS OF THE NATIONAL BANK OF GREECE
IN JUNE 30th, 2020**

The undersigned shareholder of the National Bank of Greece, or lawful representative thereof,

Name/Company Name	
Name and Identity card/Passport number of the company's representative signing the form (for legal entities only)	
Address/Registered Office	
ID card or Passport Number /Company's Register Number	
Mobile Phone	
E-mail	
Dematerialized Securities System (DSS) No. (Athex)	
Number of Shares (if no number of shares is filled-in, the proxy will be valid for the <u>total number of shares</u> registered in the Investor Account on the record date)	

Hereby authorize and appoint

Mr. Pavlos Mylonas, Chief Executive Officer, resident of Athens (82-84, Eolou Str.), or Mr. Costas Michaelides, Chair of the Board of Directors, resident of Athens (86, Eolou Str.)

OR

[Please note that you can appoint, as follows, one (1) proxy holder of your choice.]

1. Mr./Mrs. (father's name), resident of....., Street No., holder of ID/Passport Number

to represent me at the forthcoming Annual General Meeting of Shareholders of the National Bank of Greece, to be held on **Tuesday, June 30th, 2020 at 11:00 am**, remotely in real-time by teleconference or at any repeat meeting thereof, participate and vote as my proxy on my behalf with the total number of ordinary shares I own or hold the voting rights to on the **Record Date**, as stated in the Invitation of the Annual General Meeting, at their absolute discretion or in accordance with the following instructions in relation to the agenda items listed below, as follows:

[Please note 'x' to indicate how you wish to vote. In absence of specific voting instructions, it is considered that authorization to vote at their absolute discretion has been granted to the proxy holder].

	AGENDA ITEMS	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		

A revocation of the present document must be notified in writing or by electronic means to the Bank at least forty-eight (48) hours before the corresponding date of the General Meeting.

I further state that I approve and confirm all acts of the above proxy in connection with this power of attorney.

....., **2020**
(place, date)

The appointing person

.....

(signature & full name of the shareholder or details of the legal entity & signature & full name of the company's representative)

It is hereby certified (by the Greek consulate authorities or any NBG branch) that the above signature appears genuine.

This 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, i.e. by 11.00 am on 28.06.2020 at the latest.** 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).