



## **NATIONAL BANK OF GREECE**

### **INVITATION**

#### **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON SATURDAY, 10 MAY 2014, AT 11 a.m.**

*(1st Repeat EGMS: Wednesday, 21 May 2014, at 11 a.m. &  
2nd Repeat EGMS: Tuesday, 3 June 2014, at 11 a.m.)*

Pursuant to Codified Law 2190/1920 ("the Companies Act") and the provisions of Law 2396/96 on dematerialized shares, and the Bank's Articles of Association (article 11) and following Board of Directors' resolution dated 16 April 2014, the Shareholders of National Bank of Greece S.A., a banking corporation having its registered office at 86 Eolou St., Athens, Greece, are invited to an Extraordinary General Meeting of the Bank to be held at 11:00 a.m. on Saturday, 10 May 2014 at 93 Eolou St. (Megaro Mela), Athens:

### **AGENDA**

1. Increase of the share capital of the Bank in cash by issuing new common registered voting shares and and abolishment of the pre-emption rights for existing shareholders, in accordance with the provisions of article 13 of the Companies Act 2190/1920. Granting of authorisations to the Bank's Board of Directors. Amendment to article 4 of the Bank's Articles of Association.
2. Various announcements.

If the General Meeting does not achieve quorum, the Shareholders are hereby invited to attend a 1st Repeat General Meeting on Wednesday, 21 May 2014, at 11 a.m., at 93 Eolou St. (Megaro Mela), Athens. If again quorum is not achieved, the Shareholders are hereby invited to attend a 2nd Repeat General Meeting on Tuesday, 3 June 2014, at 11 a.m., at the same address.

Note that, in accordance with article 29 of the Companies Act 2190/1920, as amended, new invitations for the said Repeat Meetings will not be published.

In accordance with articles 26 par. 2b and 28a of Companies Act 2190/1920, as amended and supplemented by, respectively, articles 3 and 5 of Law 3884/2010, the Bank informs shareholders of the following:

### **ENTITLEMENT TO PARTICIPATE IN THE GENERAL MEETING**

Any person appearing as a Shareholder (i.e. holder of common registered shares of the Bank) in the registry of the Dematerialized Securities System managed by the Hellenic Central Securities Depository S.A., ("HSCD") in which the shares of the Bank are held, is entitled to participate in the GM, according to the specific provisions outlined hereinbelow.

Each ordinary share is entitled to one vote. The Bank's Preference Shares under Law 3723/2008,

entitle the representative of their holder (the Hellenic Republic) to attend the Meeting, under article 1 of Law 3723/2008. Proof of shareholder status should be provided by presenting to the Bank relevant certification from the HCSD at the latest by the third day prior to the Meeting. Shareholders who are legal entities must also, by the same deadline, file, pursuant to the law, their legalization 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. Alternatively, proof of shareholder status can be provided through direct electronic link-up of the Bank with the records of the Dematerialized Securities System.

Shareholder status must exist on 05/05/2014 (Record Date), i.e. at the start of the 5th day prior to the date of the General Meeting of 10/05/2014, and the relevant written certification or the electronic verification of shareholder status must have been received by the Bank by 07/05/2014 at the latest, i.e. on the 3rd day prior to the date of the Extraordinary General Meeting. Only those who have shareholder status on the said Record Date are considered to be entitled to participate and vote in the Extraordinary General Meeting. Shareholders who do not comply with the provisions of article 28a of the Companies Act 2190/1920 may participate in the Extraordinary General Meeting 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 Extraordinary General Meeting.

#### **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: (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 (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 Extraordinary General Meeting. The Bank shall make available the form to be used for appointing a proxy holder on its website ([www.nbg.gr](http://www.nbg.gr)). The said form, filled in and signed by the shareholder, must be filed with the Bank's Shareholder Sub-Division (ground floor, 93 Eolou Street, Athens) or the Head Branch or any branch of the Bank's network, or sent by fax to +30 2103343404, 2103343406, 2103343410

and 2103343443 at least 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. The Articles of the Bank do not provide for participation in the Extraordinary General Meeting by electronic means without the Shareholder attending the Meeting in person at the place where it is held. Similarly, the Articles do not provide for participation in voting by distance voting.

## **MINORITY RIGHTS**

(a) If shareholders representing 1/20 of the paid-up share capital of the Bank so request, the Bank's Board of Directors is obliged to include additional items in the Agenda of the Extraordinary General Meeting, provided that the said request is communicated to the Board by 25/04/2014, i.e. at least 15 days prior to the General Meeting. The said request should be accompanied by justification or a draft resolution to be approved by the Extraordinary General Meeting and on 27/04/2014, i.e. 13 days prior to the Extraordinary General Meeting, the revised agenda should be disclosed in the same manner as the previous agenda, and at the same time made available to shareholders through the Bank's website, along with the justification or draft resolution tabled by the shareholders, in accordance with the provisions of article 27.3 of the Companies Act 2190/1920.

(b) If shareholders representing 1/20 of the paid-up share capital of the Bank so request, the Board of Directors shall, in accordance with the provisions of article 27.3 of the Companies Act 2190/1920, make available to shareholders by 04/05/2014 at the latest, i.e. at least 6 days prior to the Extraordinary General Meeting, any draft resolutions on the items included in the initial or revised agenda, provided that the said request is communicated to the Board by 03/05/2014, i.e. at least 7 days prior to the Extraordinary General Meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Bank by 05/05/2014, i.e. at least 5 full days before the Extraordinary General Meeting, the Board of Directors is obliged to provide the Extraordinary General Meeting with information regarding the affairs of the Bank, insofar as such information is relevant to a proper assessment of the items on the agenda. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board of Directors may provide a single answer to shareholders' requests that are of similar content. The obligation to provide information does not apply in the event that such information is already available through the Bank's website, particularly in the case of frequently asked questions.

(d) If shareholders representing 1/5 of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank by 05/05/2014, i.e. at least 5 full days prior to the Extraordinary General Meeting, the Board of Directors is obliged to provide the Extraordinary General Meeting with information on the course of the business affairs and financial status of the Bank. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes.

In all the aforesaid cases the shareholders making requests are required to prove their shareholder status as well as the number of shares they hold as at the time of exercising the relevant right. A certificate to this effect from the HCSD or verification of shareholder status through direct

electronic link-up between the records held by the HCSD and the Bank may also serve as such proof.

In the event that the Extraordinary General Meeting on 10 May 2014 does not achieve quorum, the Shareholders are hereby invited to attend a 1st Repeat General Meeting on Wednesday, 21 May 2014, at 11:00, at 93 Eolou St. (Megaro Mela), Athens.

For shareholders to be entitled to participate in the 1st Repeat Meeting, shareholder status must exist on 17/05/2014 (Record Date), i.e. at the start of the 4th day prior to the date of the 1st Repeat Meeting of 21/05/2014, and the relevant written certification or the electronic verification of shareholder status must have been received by the Bank by 18/05/2014 at the latest, i.e. on the 3rd day prior to the date of the 1st Repeat Meeting.

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 1st Repeat Meeting.

If again quorum is not achieved in the 1st Repeat General Meeting on 21 May 2014, the Shareholders are hereby invited to attend a 2nd Repeat General Meeting on Tuesday, 3 June 2014, at 11:00, at 93 Eolou St. (Megaro Mela), Athens.

For shareholders to be entitled to participate in the 2nd Repeat Meeting, shareholder status must exist on 30/05/2014 (Record Date), i.e. at the start of the 4th day prior to the date of the 2nd Repeat Meeting of 03/06/2014, and the relevant written certification or the electronic verification of shareholder status must have been received by the Bank by 31/05/2014 at the latest, i.e. on the 3rd day prior to the date of the 2nd Repeat Meeting.

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 2nd Repeat Meeting.

With regard to the procedure whereby Shareholders exercise their voting rights and minority rights at the 1st and 2nd Repeat Meetings, should such Meetings take place, all the respective provisions set out hereinabove shall apply.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information required under article 27.3 of the Companies Act 2190/1920, including the invitation to the Extraordinary General Meeting, the proxy appointment form and the draft resolutions on the items of the agenda shall be made available in electronic form on the website of the Bank at [www.nbg.gr](http://www.nbg.gr). Hard copies of the full text of the draft resolutions and any documents specified under article 27.3(c) and (d) of the Companies Act 2190/1920 can be obtained from the Bank's Shareholder Sub-Division (ground floor of the Megaro Mela, 93 Eolou Street, Athens).

Athens, 16 April 2014  
By order of the Board of Directors  
Chairman of the Board  
Georgios P. Zanias