



## **NATIONAL BANK OF GREECE**

### **INVITATION TO THE BANK'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, 21 APRIL 2021, AT 11:00 am (Repeat EGM: Tuesday, April 27th, 2021, 11:00 am)**

Pursuant to Law 4548/2018 ("Reform of the legal framework on Sociétés Anonymes") and the Bank's Articles of Association (articles 11 and 12) and following Board of Directors' resolution dated March 24th 2021, 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 participate remotely in real-time via teleconference at the Bank's Extraordinary General Meeting ("EGM" or "General Meeting") to be held at 11:00 am on Wednesday, 21 April 2021.

#### **AGENDA**

1. Approval of the transaction concerning the sale by the National Bank of Greece of equity holding in the subsidiary "Ethniki Hellenic General Insurance S.A."

In the event that the General Meeting does not achieve the quorum required by law on April 21st, 2021, the General Meeting will convene again in a Repeat Meeting remotely in real-time by teleconference on April 27th, 2021, at 11:00 am.

The item on the Agenda of the Repeat General Meeting shall be as above.

It should be noted that, in accordance with par. 2 of article 130 of Law 4548/2018, a new invitation for the Repeat General Meeting will not be published.

Taking into account the measures and instructions of the State against the spread of Covid-19 and in accordance with the provisions of articles 120 par. 3 and 125 par. 1 of Law 4548/2018 and Article 12 par. 4 and 5 of the Bank's Articles of Association, the Extraordinary General Meeting on 21st April 2021 and the Repeat Meeting thereof, will take place remotely, in real-time by teleconference and the use of electronic means, under the conditions stipulated by the current legislation and the specific provisions in the present invitation.

In addition, in accordance with the above provisions of the Bank's Articles of Association, the Bank provides shareholders with the option to participate remotely by mail vote at the vote on the sole item of the Extraordinary General Meeting on 21 April 2021 and the Repeat Meeting thereof, that will take place before the General Meeting, under the conditions stipulated by the current legislation and the specific provisions in the present invitation.

## **A. ENTITLEMENT TO PARTICIPATE AND VOTE AT 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 ("DSS") managed by the Hellenic Central Securities Depository S.A. ("HCSD"), at the start of the 5th day prior to the date of the Extraordinary General Meeting, i.e. on 16 April 2021 ("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 27.04.2021 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 (EGM or Repeat EGM).

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.

## **B. REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE**

In order for shareholders to participate and vote at the Extraordinary General Meeting on 21 April 2021 or at the Repeat meeting thereof which will take place remotely, in real-time by teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet 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/en/home>

The internet platform is provided by the company "Hellenic Central Securities Depository S.A.", while the WEBEX tool/service team from Cisco Hellas SA is used for the teleconference.

In order to access the internet 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 on the internet 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 internet platform, the above information entered by the shareholder does not match the data registered in the Dematerialized Securities

System and 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 Board of Directors of the Hellenic Central Securities Depository, "Electronic information services (2-factor authentication) to facilitate investor access to electronic services of ATHEXCSD", 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 via email to shareholders that have completed the above procedure and are eligible to participate at the Extraordinary General Meeting or the Repeat meeting thereof.**

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) or by calling +30 2103343460, +30 2103343415, +30 2103343419, +30 2103343422 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 to shareholders and their representatives at + 30 210 3366 120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr)

Shareholders that will participate at the Extraordinary 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.

Shareholders who are successfully connected to the internet platform will be able to participate in the Extraordinary General Meeting in real-time by teleconference through a link that will either be sent to them via email or will be available on the online platform.

By activating the Cisco Webex application through the link at the beginning of the Extraordinary General Meeting, the Shareholders will have the ability to:

- a) follow the proceedings of the EGM by using electronic or audio-visual means,
  - b) be given the floor and address the General Meeting orally during the EGM,
- and at the same time, through the internet platform they will have the ability to:
- c) vote in real time during the EGM on the matter of the agenda,
  - d) receive information on the recording of their vote.

## **C. 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 sole item of the Extraordinary General Meeting that will take place **before the General Meeting**.

Specifically, Shareholders that wish to participate in and vote remotely on the sole item of the Extraordinary General Meeting that will take place before the General Meeting, can make use of the following options:

a) Either exercise the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, during the time period **from Saturday 17.04.2021 at 11.00 am and until twenty-four (24) hours before the date of the General Meeting (i.e. until 11.00 am on 20.04.2021 at the latest)**.

b) Or complete and send to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document" with the signature authenticated, at: ground floor, 93 Eolou St., 10551 Athens Greece or by fax to +30 2103343410 and +30 2103343095, or file with any branch of the Bank's network, or send digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) , **at least twenty-four (24) hours before the date of the General Meeting (i.e. by 11.00 am on 20.04.2021 at the latest)**.

The "Mail vote document" is 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>)

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 20.04.2021 at the latest**.

**II.** It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the item of the Extraordinary 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 19.04.2021 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 agenda, is not achieved during the meeting of 21 April 2021, at the Repeat General Meeting which will take place on 27.04.2021 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 Repeat General Meeting, in the following ways:

a) Either by exercising again the right to vote before the Repeat General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described in B. above, **during the time period from Friday 23.04.2021 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 26.04.2021 at the latest).**

b) Or by completing and sending to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document", with the signature authenticated at: ground floor, 93 Eolou St., 10551 Athens Greece or by fax to +30 2103343410 and +30 2103343095, or filing with any branch of the Bank's network, or sending digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder, via e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR), **at least twenty-four (24) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 26.04.2021 at the latest).**

Shareholders that vote as above before the Repeat 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 26.04.2021 at the latest.**

**IV.** For the potential Repeat General Meeting on 27.04.2021, 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 Repeat General Meeting, **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 25.04.2021 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 Shareholder Register, General Meetings and Corporate Announcements by email at [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) or by calling +30 2103343460, +30 2103343415, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 – 17.00).

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

#### **D. PARTICIPATION PROCESS AND VOTE BY PROXY**

**I.** The shareholder may participate in the EGM 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 EGM, 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. The shareholder's proxy shall file the voting

instructions for at least one (1) year from the date of the Extraordinary General Meeting or the Repeat General Meeting.

Before the EGM 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 EGM. 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 Extraordinary General Meeting on 21.04.2021 (or the Repeat Meeting thereof),** remotely in real-time by teleconference, or for shareholder participation by proxy at the vote on the sole item of the Extraordinary 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 19.04.2021 at the latest).**

Upon receipt of the information above by the Bank, and based on the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet 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 Extraordinary General Meeting of Shareholders on 21.04.2021, remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the sole item of the Extraordinary 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 documents must be filled-in, signed, with the signature authenticated, and filed with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements (ground floor, 93 Eolou St., Athens) or any branch of the Bank's network, or sent 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 by e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) at least forty-eight (48) hours prior to the date of the General Meeting. Shareholders are requested to confirm 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 and +30 2103343411 (Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements).

## **E. 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 General Meeting, provided that the said request is communicated to the Board by 6 April 2021, 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 EGM and on 8 April 2021, i.e. 13 days prior to the EGM, 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 123.4 of Law 4548/2018, as in force.

(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 123.3 of Law 4548/2018, as in force, make available to shareholders by 15 April 2021 at the latest, i.e. at least 6 days prior to the EGM, any draft resolutions on the items included in the initial or revised agenda, provided that the said request is communicated to the Board by 14 April 2021, i.e. at least 7 days prior to the EGM.

(c) If any shareholder so requests, and provided that the said request is filed with the Bank by 15 April 2021, i.e. at least 5 full days before the EGM, the Board of Directors is obliged to provide the EGM 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 may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board 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 1/10 of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank by 15 April 2021, i.e. at least 5 full days prior to the EGM, the Board of Directors is obliged to provide the EGM with information on the course of the business affairs and financial status of the Bank. The Board 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, except in case (c) above, the number of shares they hold as at the time of exercising the relevant right. 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 HCSD through the Bank's online connection to the DSS. For further details on minority rights, shareholders should refer to the provisions of Article 141 of Law 4548/2018.

## **AVAILABLE DOCUMENTS AND INFORMATION**

The information required under article 123 par. 3 and 4 of Law 4548/2018, as in force, including the invitation to the EGM, the participation-proxy appointment forms and the draft resolution on the sole item 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 resolution and any documents specified under article 123.4 of Law 4548/2018 , as in force, can be obtained from the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements (ground floor of the Megaro Mela, 93 Eolou Str., Athens).

Athens, 24 March 2021

By order of the Board of Directors

The Chair of the Board

Costas P. Michaelides