



NATIONAL BANK
OF GREECE

RESULTS OF VOTING
at the Bank's Annual General Meeting of Shareholders held on 26 June 2014
(under article 32.1 of Companies Act 2190/1920, and par. 4.1.3.3 of the Athens Exchange Rulebook)

NBG's Annual General Meeting of Shareholders held on Thursday, 26 June 2014 at 12:00 hours, in the Mela Building, was attended regarding items 1, 2, 3, 4, 5, 6, 7 and 8 of the Agenda, in person or by proxy, by **702** Shareholders, representing **614,401,569** common voting shares, i.e. **40.66%** of the Bank's paid-up share capital. Accordingly, the General Meeting formed a quorum and was duly convened to deliberate on all the items on the Agenda, in compliance with article 15 of the Bank's Articles of Association, the Companies Act 2190/1920 and Law 3864/2010.

Item 1: **Submission for approval of the Board of Directors' and the Auditors' Reports on the Annual Financial Statements for the financial year 2013 (1.1.2013 – 31.12.2013).**

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting approved the Board of Directors' and the Auditors' Reports on the Annual Financial Statements for the year 2013 (1.1.2013 – 31.12.2013).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
608,735,564	99.078%	1,002,313	0.163%	4,663,692	0.759%

Item 2: Submission for approval of the Annual Financial Statements of the Bank for the financial year 2013 (1.1.2013 – 31.12.2013).

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting approved the Annual Financial Statements for the financial year 2013 (01.01.2013 – 31.12.2013), as approved by the Board.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
608,735,564	99.078%	1,002,313	0.163%	4,663,692	0.759%

Item 3: Discharge of the members of the Board of Directors and the Auditors of the Bank from any liability for indemnity regarding the Annual Financial Statements and management for the year 2013 (01.01.2013 – 31.12.2013)

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting discharged the members of the Board of Directors and the Auditors of the Bank from any liability for indemnity regarding the Annual Financial Statements and management for the financial year 2013 (01.01.2013 – 31.12.2013).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
608,842,198	99.095%	535,242	0.087%	5,024,129	0.818%

Item 4: Approval of the remuneration of the Board of Directors of the Bank for the financial year 2013, pursuant to article 24.2 of the Companies Act. Determination of the remuneration of the Chairman of the Board, the CEO, the Deputy CEO and non-executive Directors through to the AGM of 2015. Approval, for the financial year 2013, 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, and Strategy Committees, and determination of their remuneration through to the AGM of 2015.

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting approved the remuneration of the Board of Directors of the Bank for the financial year 2013, under article 24.2 of the Companies Act; determined the remuneration of the Chairman of the Board, the CEO, the Deputy CEO and non-executive Directors through to the AGM of 2015; approved, for the financial year 2013, 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, and Strategy Committees, and determined their remuneration through to the AGM of 2015.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
562,950,044	91.626%	11,224,553	1.827%	40,226,972	6.547%

Item 5: Granting of permission, under article 23.1 of the Companies Act and article 30.1 of the Bank's Articles of Association, for Directors, General Managers, Assistant General Managers and Managers to participate on the Board of Directors or in the management of NBG Group companies pursuing similar or related business goals.

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting granted permission, under article 23.1 of the Companies Act and article 30.1 of the Bank's Articles of Association, for Directors, General Managers, Assistant General Managers and Managers to participate on the Board of Directors or in the management of NBG Group companies pursuing similar or related business goals.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
607,942,314	98.949%	2,489,863	0.405%	3,969,392	0.646%

Item 6: Election of new members of the Board of Directors. Appointment of independent non-executive member(s).

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting elected Mr Dimitrios Dimopoulos, Mr Paul Mylonas, and Ms Paula Hatzisotiriou as new members of the NBG Board, with a term of office through to the AGM of 2016, and designated Mr Dimitrios Afendoulis as independent non-executive member of the Board.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
351,863,007	57.269%	204,949,928	33.358%	57,588,634	9.373%

Item 7: Election of members to the Audit Committee

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting elected Messrs Petros Sabatacakis, Dimitrios Afendoulis, Stefanos Vavalidis and Charalambos Makkas as members of the NBG Board Audit Committee, with a term of office through to the AGM of 2015.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
502,697,187	81.819%	18,714,290	3.046%	92,990,092	15.135%

Item 8: Election of regular and substitute Certified Auditors for the purposes of the audit of the Financial Statements of the Bank and the Consolidated Financial Statements of the Group for the year 2014, and determination of their remuneration.

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **40.66%** of the total common voting shares.

The General Meeting elected certified auditors Deloitte Hadjipavlou Sofianos & Cambanis S.A. to undertake the audit of the annual and six-monthly financial statements of the Bank and consolidated statements of the Group for the year 2014, and authorized the Board to determine the remuneration thereof, following proposal of the Audit Committee.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
610,347,915	99.340%	58,862	0.010%	3,994,792	0.650%

Item 9: Amendment of the Bank’s Articles of Association and alignment thereof with the new provisions of the Companies Act (following law 3884/2010) and with laws 3864/2010, 4072/2012, 4156/2013 and 4250/2014: amendment of articles 5, 6, 8, 10, 11, 12, 13, 14, 15, 18, 21, 26, 30, 31 and 32, completion, cancellation and renumbering of provisions of the Articles of Association.

Quorum required: **20%** of the total common voting shares.

Quorum actually recorded: **74.63%** of the total common voting shares, including the common shares issued in favour of the HFSF (article 7a.3 of Law 3864/2010).

The General Meeting approved the amendment of the Bank’s Articles of Association and alignment thereof with the new provisions of the Companies Act (following law 3884/2010) and with laws 3864/2010, 4072/2012, 4156/2013 and 4250/2014: amendment of articles 5, 6, 8, 10, 11, 12, 13, 14, 15, 18, 21, 26, 30, 31 and 32, completion, cancellation and renumbering of provisions of the Articles of Association.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
2,632,125,654	99.826%	624,350	0.024%	3,975,392	0.151%

Item 10: Various announcements and approvals.

This agenda item concerns announcements that are not put to a vote.