



NATIONAL BANK OF GREECE S.A.

RESULTS OF VOTING

at the Bank's Annual General Meeting of Shareholders

held on 30 June 2020

(under article 133 par.2 of Law 4548/2018, and par. 4.1.3.3 of the Athens Exchange Rulebook)

The Annual General Meeting of Shareholders of the National Bank of Greece, held on Tuesday, 30 June 2020, at 11:00 a.m., remotely in real-time via teleconference was attended, in person or by proxy:

- in respect of item 1 of the Agenda, by Shareholders representing **576,636,039** common voting shares, of a total of **914,715,153** common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)], i.e. **63.04%** of the share capital with voting rights
- in respect of items 2-5 and 7-12 of the Agenda, by Shareholders representing **563,154,180** common voting shares, of a total of **901,233,294** common voting shares [with the exception of common shares issued in favor of the HFSF (article 7a par. 2 of Law 3864/2010)], i.e. **62.49%** of the share capital with voting rights
- in respect of item 6 of the Agenda, by Shareholders representing **576,636,039** common voting shares, of a total of **914,715,153** common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)], i.e. **63.04%** of the share capital with voting rights

The General Meeting formed a quorum and was duly convened to deliberate on all the items on the Agenda, in compliance with the Bank's Articles of Association, Law 4548/2018 and Law 3864/2010, taking the following decisions:

ITEM 1: Amendment of the Bank's Articles of Association.

Quorum required: **20%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

Quorum actually recorded: **63.04%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

The General Meeting approved the amendment of the Bank's Articles of Association.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
420,413,706	72.91%	123,071,870	21.34%	33,150,463	5.75%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the Board of Directors' Report and was informed on the respective Auditors' Report on the Annual Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 – 31.12.2019).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
560,314,278	99.50%	174,460	0.03%	2,665,442	0.47%

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).

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the Annual Financial Statements of the Bank and the Group for the financial year 2019 (1.1.2019 – 31.12.2019), as approved by the Board of Directors.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
560,314,278	99.50%	0	0.00%	2,839,902	0.50%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the overall management by the Board of Directors, as per Article 108 of Law 4548/2018, and discharged the Auditors of the National Bank of Greece S.A. 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
553,734,382	98.33%	6,359,139	1.13%	3,060,659	0.54%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting elected certified auditors “PriceWaterhouseCoopers (PwC)” to undertake the audit of the Annual and Semi-Annual Financial Statements of the Bank and the Financial Statements of the Group for the year 2020, and authorized the Board of Directors to determine their remuneration, following proposal of the Audit Committee.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
440,076,359	78.15%	87,010,901	15.45%	36,066,920	6.40%

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.

Quorum required: **50%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

Quorum actually recorded: **63.04%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

The General Meeting granted 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
401,707,796	69.66%	139,241,420	24.15%	35,686,823	6.19%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting granted 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
427,080,642	75.84%	102,977,587	18.28%	33,095,951	5.88%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved a program for the purchase of own shares in accordance with Article 49 of Law 4548/2018, as in force, and provided 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
525,808,912	93.37%	4,249,317	0.75%	33,095,951	5.88%

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

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
427,197,026	75.86%	102,981,151	18.29%	32,976,003	5.85%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the remuneration of the Board of Directors of the Bank for the financial year 2019, determined the remuneration of the Chairman of the Board and the executive and non-executive Board members through to the AGM of 2021, approved, for the financial year 2019, 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, and determined their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2021.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
427,197,026	75.86%	103,066,975	18.30%	32,890,179	5.84%

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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting casted a positive vote on the fiscal year 2019 Directors' Remuneration Report, in accordance with Article 112 par. 3 of Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
427,314,838	75.88%	102,863,339	18.27%	32,976,003	5.85%

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

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **62.49%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting elected as regular members of the NBG Board Audit Committee, with a term of office through to the AGM of 2021, Mr. Andrew McIntyre (Chairman of the Audit Committee), Mr. Claude Piret (Vice-Chairman of the Audit Committee), Mr. Avraam Gounaris, Mr. Wietze Reehoorn and Mr. Periklis Drougkas (HFSF Representative).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
475,713,268	84.47%	24,658,355	4.38%	62,782,557	11.15%

Item 13: Various announcements.

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