



NATIONAL BANK OF GREECE S.A.

RESULTS OF VOTING

at the Bank's Annual General Meeting of Shareholders

held on 31 July 2019

(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 Wednesday, 31 July 2019, at 11:00 a.m., at the Hotel Grande Bretagne, 1 Vassileos Georgiou A' Str., Syntagma Square, Athens was attended, in person or by proxy:

- in respect of items 2-13 of the Agenda, by Shareholders representing **565,869,523** 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. **62.788%** of the share capital with voting rights
- in respect of item 1 of the Agenda, by Shareholders representing **579,351,382** 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. **63.337%** 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 Articles of Association of the National Bank of Greece S.A., in accordance with Law 4548/2018.

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: **63.337%** 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 a series of Articles of the Bank's Articles of Association, in accordance with Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
470,681,747	81.24%	107,283,496	18.52%	1,386,139	0.24%

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 2018 (1.1.2018 – 31.12.2018), 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: **62.788 %** 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 2018 (1.1.2018 – 31.12.2018).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
563,023,513	99.50%	516	0.00%	2,845,494	0.50%

Item 3: Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2018 (1.1.2018 – 31.12.2018).

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: **62.788 %** 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 2018 (1.1.2018 – 31.12.2018), as approved by the Board of Directors.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
563,022,803	99.50%	1,226	0.00%	2,845,494	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 from any liability for indemnity, with respect to the financial year 2018 (1.1.2018 – 31.12.2018).

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: **62.788 %** 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. from any liability for indemnity with respect to the financial year 2018 (1.1.2018 – 31.12.2018).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
557,176,603	98.47%	5,846,926	1.03%	2,845,994	0.50%

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 2019, 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: **62.788 %** 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 2019, 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	%
564,527,915	99.76%	1,176,842	0.21%	164,766	0.03%

Item 6: Approval of Directors' Remuneration Policy as per Article 117.1 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:

62.788 % 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' Remuneration Policy as per Article 117.1 of Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
562,160,896	99.34%	3,543,920	0.63%	164,707	0.03%

Item 7: Approval of the remuneration of the Board of Directors of the Bank for the financial year 2018 (pursuant to Article 24.2 of Codified Law 2190/1920, as applicable until 31.12.2018 in line with Article 187.7 of Law 4548/2018). Determination of the remuneration of the Chairman of the Board and executive and non-executive members of the Board through to the AGM of 2020. Approval, for the financial year 2018, 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 2020.

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: **62.788 %** 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 2018 (pursuant to Article 24.2 of Codified Law 2190/1920, as applicable until 31.12.2018, in line with Article 187.7 of Law 4548/2018), determined the remuneration of the Chairman of the Board and the executive and non-executive Board members through to the AGM of 2020, approved, for the financial year 2018, 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 2020.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
564,638,090	99.78%	1,066,726	0.19%	164,707	0.03%

Item 8: Granting of permission for members of the Board of 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, as per Article 98.1 of Law 4548/2018 and Article 30.1 of the Bank's Articles of Association.

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: **62.788 %** 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 permission, pursuant to Article 98.1 of Law 4548/2018 and Article 30.1 of the Bank's Articles of Association, for Board members, 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	%
564,548,030	99.77%	1,177	0.00%	1,320,316	0.23%

Item 9: Increase of the number of Board members from eleven (11) to thirteen (13) in accordance with Article 18, par. 2 of the Bank's Articles of Association.

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: **62.788 %** 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 increase of the number of Board members from eleven (11) to thirteen (13) in accordance with Article 18, par. 2 of the Bank's Articles of Association.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
564,548,066	99.77%	1,249	0.00%	1,320,208	0.23%

Item 10: Election of two (2) new Independent Non-Executive Board members in accordance with Article 18, par. 2 of the Bank's Articles of Association, for the fulfillment of the two (2) new positions in the Board of Directors.

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: **62.788 %** 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 two (2) new Independent Non-Executive Board members, in accordance with Article 18, par. 2 of the Bank's Articles of Association, for the fulfillment of the two (2) new positions in the Board of Directors, as follows:

- Election of Mr. Gikas Hardouvelis as new Independent Non-Executive member of the Board of Directors
- Election of Mr. Avraam Gounaris as new Independent Non-Executive member of the Board of Directors

It is noted that the election of members of the Board of Directors is subject to constant review and approval by the European Central Bank Single Supervisory Mechanism (SSM).

RESULTS OF VOTING						
MEMBERS	YES		NO		ABSTAINED	
	VOTES	%	VOTES	%	VOTES	%
Gikas Hardouvelis	545,106,531	96.33%	788,428	0.14%	19,974,564	3.53%
Avraam Gounaris	539,397,338	95.32%	5,845,660	1.03%	20,626,525	3.65%

Item 11: Election of four (4) new members in the Board of Directors for the replacement of four (4) members who have resigned and appointment of independent non-executive members.

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: **62.788 %** 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 four (4) new members in the Board of Directors for the replacement of four (4) members who have resigned and appointed independent non-executive members, as follows:

- Election of Mrs. Aikaterini Beritsi as Member of the Board of Directors in replacement of a resigned member
- Election of Mr. Wietze Reehoorn as Independent Non- Executive member of the Board of Directors in replacement of a resigned member
- Election of Mrs. Elena Ana Cernat as Independent Non-Executive member of the Board of Directors in replacement of a resigned member
- Election of Mrs. Christina Theofilidi as Member of the Board of Directors in replacement of a resigned member

It is noted that the election of members of the Board of Directors is subject to constant review and approval by the European Central Bank Single Supervisory Mechanism (SSM).

RESULTS OF VOTING						
MEMBERS	YES		NO		ABSTAINED	
	VOTES	%	VOTES	%	VOTES	%
Aikaterini Beritsi	525,647,606	92.89%	19,595,334	3.46%	20,626,583	3.65%
Wietze Reehoorn	540,579,380	95.53%	4,663,560	0.82%	20,626,583	3.65%
Elena Ana Cernat	540,579,380	95.53%	4,663,560	0.82%	20,626,583	3.65%
Christina Theofilidi	557,066,916	98.45%	7,593,775	1.34%	1,208,832	0.21%

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:

62.788 % 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 through to the AGM of 2020, Mr. Andrew McIntyre (Chairman of the Audit Committee), Mr. Claude Piret (Vice-Chairman of the Audit Committee), Mrs. Aikaterini Beritsi, Mr. Avraam Gounaris and Mr. Periklis Drougkas (HFSF Representative).

RESULTS OF VOTING						
MEMBERS	YES		NO		ABSTAINED	
	VOTES	%	VOTES	%	VOTES	%
Andrew McIntyre	558,544,513	98.71%	6,116,178	1.08%	1,208,832	0.21%
Claude Piret	558,481,953	98.70%	6,178,738	1.09%	1,208,832	0.21%
Aikaterini Beritsi	524,802,612	92.74%	20,440,328	3.61%	20,626,583	3.65%
Avraam Gounaris	540,579,444	95.53%	4,663,496	0.82%	20,626,583	3.65%
Periklis Drougkas	548,257,883	96.89%	16,402,808	2.90%	1,208,832	0.21%

Item 13: Various announcements.

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