



**FORM OF PROXY
FOR PARTICIPATING REMOTELY BY TELECONFERENCE AT THE ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS OF THE NATIONAL BANK OF GREECE
ON JULY 30th, 2021**

The undersigned shareholder of the National Bank of Greece S.A., or the legal representative thereof,

Name/Company Name	
Name and Identity card/Passport number of the company's representative signing the form (for legal entities only)	
Address/Registered Office	
ID card or Passport Number /Company's Register Number	
Mobile Phone	
E-mail	
Dematerialized Securities System (DSS) No.	
Number of Shares	<input type="checkbox"/> For the total number for which I will have a voting right on the Record Date, as this is stated in the Invitation to the AGM. <input type="checkbox"/> (exact number of shares)

Hereby authorize and appoint:

[Please note that you can appoint, as follows, one (1) proxy holder of your choice.]

Mr. Pavlos Mylonas, Chief Executive Officer, resident of Athens (82-84, Eolou Str.), or

Mr. Costas Michaelides, Chair of the Board of Directors, resident of Athens (86, Eolou Str.)

OR

1. Mr./Mrs. (father's name)
, resident of....., Street
 No., holder of ID/Passport Number
, email..... and Mobile Phone
 Number.....

to represent me at the forthcoming Annual General Meeting of Shareholders of the National Bank of Greece, to be held on **Friday, July 30th 2021** at **11:00 am**, remotely in real-time by teleconference or at the repeat meeting thereof, **take part in discussion** and **vote** as my proxy on my behalf with the total number of ordinary shares I own or hold the voting rights to on the Record Date, as stated in the Invitation of the Annual General Meeting, at their absolute discretion or in accordance with the following instructions in relation to the agenda items listed below, as follows:

[Please note 'x' to indicate how you wish to vote. In absence of specific voting instructions, it is considered that authorization to vote at their absolute discretion has been granted to the proxy holder].

	ITEMS OF THE AGENDA	FOR	AGAINST	ABSTAIN
ITEM 1:	Amendment of the Bank's Articles of Association.			
ITEM 2:	Bank's share capital decrease by reducing the nominal value of each common registered share of the Bank from €3.00 to €1.00 (without any change in the total number of common registered shares) in order to set off equal cumulative accounting losses of previous years, in the context of launching a Stock Options Program in accordance with Article 113(4) of Law 4548/2018 – Amendment of Article 4 of the Bank's Articles of Association – Granting authorizations.			
ITEM 3:	Granting of authorization to the Bank's Board of Directors to launch a Stock Options Program in the form of options to acquire shares of the Bank pursuant to Article 113(4) of Law 4548/2018, addressed to Board members, Senior Management executives, and staff of the Bank and its affiliated companies, in the context of Article 32 of Law 4308/2014.			

ITEM 4:	Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2020 (1.1.2020 – 31.12.2020), and submission of the respective Auditors' Report.			
ITEM 5:	Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2020 (1.1.2020 – 31.12.2020)			
ITEM 6:	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 2020 (1.1.2020 – 31.12.2020), in accordance with par. 1 case c) of article 117 of Law 4548/2018.			
ITEM 7:	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 2021, and determination of their remuneration.			
ITEM 8:	Submission of the annual Audit Committee Report pursuant to Article 44 par. 1 case i) of Law 4449/2017.	WITHOUT VOTING		
ITEM 9:	Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.	WITHOUT VOTING		
ITEM 10:	Election of a new Board of Directors and appointment of independent non-executive members.			
10.1	Election of Mr. Gikas Hardouvelis as non-executive member of the Board for the role of Board Chair.			
10.2	Election of Mr. Pavlos Mylonas as member of the Board.			
10.3	Election of Ms. Christina Theofilidi as member of the Board.			
10.4	Election of Ms. Aikaterini Beritsi as independent non-executive member of the Board.			
10.5	Election of Ms. Elena Ana Cernat as independent non-executive member of the Board.			

10.6	Election of Mr. Avraam Gounaris as independent non-executive member of the Board.			
10.7	Election of Mr. Matthieu Kiss as independent non-executive member of the Board.			
10.8	Election of Ms. Anne Marion Bouchacourt as independent non-executive member of the Board.			
10.9	Election of Mr. Claude Piret as independent non-executive member of the Board.			
10.10	Election of Mr. Jayaprakasa (JP) C.S. Rangaswami as independent non-executive member of the Board.			
10.11	Election of Mr. Wietze Reehoorn as independent non-executive member of the Board.			
10.12	Election of Mr. Periklis Drougkas - Hellenic Financial Stability Fund Representative, in accordance with Law 3864/2010, as in force, as member of the Board.			
ITEM 11:	Approval of the remuneration of the Board of Directors of the Bank for the financial year 2020. Determination of the remuneration of the Chairman of the Board and executive and non-executive members of the Board through to the AGM of 2022. Approval, for the financial year 2020, 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 Compliance, Ethics & Culture Committees, determination of their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2022.			
ITEM 12:	Submission for discussion and advisory vote on the fiscal year 2020 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.			
ITEM 13:	Redetermination of the type of the Audit Committee, the term of office, the number and the qualities of its members as per Article 44 par. 1 case b) of Law 4449/2017.			

ITEM 14:	Approval of Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.			
ITEM 15:	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.			
ITEM 16:	Various announcements.	WITHOUT VOTING		

A revocation of the present document must be notified in writing or by electronic means to the Bank at least forty-eight (48) hours before the corresponding date of the General Meeting.

I further state that I approve and confirm all acts of the above proxy in connection with this power of attorney.

....., **2021**
(place, date)

The appointing person

.....
(signature & full name of the shareholder or details of the legal entity & signature & full name of the company's representative)

It is hereby certified (by the Greek consulate authorities or any NBG branch) that the above signature appears genuine.

This document 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 representative or shareholder by e-mail to GIANNOPOULOS.NIK@NBG.GR **at least forty-eight (48) hours prior to the date of the General Meeting, i.e. by 11.00 am on 28.07.2021 at the latest.**