



NATIONAL BANK OF GREECE

**INVITATION**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

to be held on Monday, 18 January 2016, at 12:00 hours

***(1st Repeat EGM on Friday 29<sup>th</sup> January 2016,  
at 12:00 hours)***

Pursuant to Codified Law 2190/1920 (“the Companies Act”) and the provisions of Law 2396/96 on dematerialized shares, and the Bank’s Articles of Association (article 11) and following Board of Directors’ resolution of the 21<sup>th</sup> of December 2015, 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 the Bank’s Extraordinary General Meeting (“EGM”) to be held at 12:00 hours on Monday 18 January 2016 at 93 Eolou St. (Megaro Mela), Athens.

**AGENDA**

1. Approval of the transaction by which NBG and Group companies will sell their equity holding in the foreign subsidiaries Finansbank A.Ş. and Finans Leasing.
2. Other announcements and approvals.

In the event that the Extraordinary General Meeting does not achieve the quorum required by law on 18 January 2016, the Shareholders are hereby invited to attend a 1st Repeat General Meeting on Friday, 29 January 2016, at 12:00, at 93 Eolou St. (Megaro Mela), Athens.

The items on the Agenda of any Repeat General Meetings shall be as above, in case of non-achievement of a decision by the Extraordinary General Meeting of 18 January 2016.

In accordance with articles 26.2, 26.2b and 28a of the Companies Act 2190/1920, as amended and supplemented by, respectively, articles 3 and 6 of Law 3884/2010, and in force the Bank informs shareholders of the following:

**ENTITLEMENT TO PARTICIPATE IN 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 managed by Hellenic Exchanges S.A. (“HELEX”), at the start of the 5th day prior to the date of the Extraordinary General Meeting, i.e. on 13/01/2016 (“Record Date”), is entitled to participate in the EGM. Each common share is entitled to one vote.

If this is the case, at the 1st Repeat General Meeting any person listed as a shareholder, as above, on 25/01/2016, i.e. at the start of the 4th day prior to the date of the 1st Repeat GM of 29/01/2016 is

entitled to participate in the said 1st Repeat GM.

The Hellenic Financial Stability Fund participates in the EGM, as per Law 3864/2010 as in force.

Proof of shareholder status should be provided by presenting to the Bank relevant certification from HELEX or alternatively through direct electronic link-up of the Bank with the records of the Dematerialized Securities System of HELEX. The relevant written certification by HELEX or the electronic verification of shareholder status must have been received by the Bank by 15/01/2016 at the latest, i.e. on the 3rd day prior to the date of the EGM. The same deadline, i.e. the third day at the latest prior to the date thereof, also applies to the Repeat Extraordinary General Meetings. In other words, in the case of the 1st Repeat EGM in question the certification or electronic verification of shareholder status must have been received by the Bank by 26/01/2016 at the latest.

Shareholders who are legal entities must also, by the same deadline, file, pursuant to the law, their legalisation documents, unless these documents have already been filed with our Bank, in which case it is sufficient to state where they have been filed in the relevant proxy form.

Shareholders who do not comply with the provisions of article 28a of Codified Law 2190/1920, as above, may participate in the EGM only after the Meeting has authorized them to do so.

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 EGM.

#### **PROCEDURE FOR VOTING BY PROXY**

The shareholder may participate in the Extraordinary General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to 3 proxy holders. Legal entities may participate in the Extraordinary General Meeting by appointing up to 3 natural persons as 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 Extraordinary General Meeting, separate proxy holders for the shares appearing in each Account. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Before the Extraordinary General Meeting 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. Before the General Meeting 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 is: (i) is a controlling shareholder of the Bank or is another legal person or 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 a legal person or an entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or a legal person or an entity controlled by such shareholder; (iv) is a spouse or close relative (1st degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation of appointment of a proxy holder shall be made in writing and shall be

notified to the Bank in writing at least 3 days prior to the date of the Extraordinary General Meeting.

To participate in the General Meeting either in person or by proxy, shareholders are kindly requested to fill in and submit to the Bank the form “DECLARATION – AUTHORIZATION FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NATIONAL BANK OF GREECE TO BE HELD ON 18/01/2016, AND ANY REPEAT MEETINGS THEREOF”. The Bank shall make available the said form on its website ([www.nbg.gr](http://www.nbg.gr)) and through its Branch network. The said form, filled in and signed by the shareholder, must be filed with the Bank’s Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs (ground floor, 93 Eolou St., Athens) or any branch of the Bank’s network, or, filled in and signed by the shareholder, sent by fax to +30 2103343404, 2103343406, 2103343410 and 2103343443, or by e-mail to [inikol@nbg.gr](mailto:inikol@nbg.gr) at least three (3) days prior to the date of the General Meeting. Shareholders should confirm that the appointment-of-proxy form has been successfully received by the Bank by calling +30 2103343415, 2103343421, 2103343422 and 2103343411.

### **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 Extraordinary General Meeting, provided that the said request is communicated to the Board by 03/01/2016, 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 Extraordinary General Meeting and on 05/01/2016, i.e. 13 days prior to the Extraordinary General Meeting, 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 27.3 of the Companies Act.

(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 27.3 of the Companies Act, make available to shareholders by 12/01/2016 at the latest, i.e. at least six (6) days prior to the Extraordinary General Meeting, any draft resolutions on the items included in the initial or revised agenda, provided that the said request is communicated to the Board by 11/01/2016, i.e. at least seven (7) days prior to the Extraordinary General Meeting.

(c) If any shareholder so requests, and provided that the said request is filed with the Bank by 13/01/2016, i.e. at least five (5) full days before the Extraordinary General Meeting, the Board of Directors is obliged to provide the Extraordinary General Meeting 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 of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board of Directors may provide a single answer to shareholders’ requests that are of the same 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 and answers.

(d) If shareholders representing 1/5 of the paid-up capital of the Bank so request, and provided that the said request is filed with the Bank by 13/01/2016, i.e. at least five (5) full days prior to the Extraordinary General Meeting, the Board of Directors is obliged to provide the Extraordinary General Meeting with

information on the course of the business affairs and financial status of the Bank. The Board of Directors 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 the number of shares they hold as at the time of exercising the relevant right. A certificate to this effect from HELEX or verification of shareholder status through direct electronic link-up between the records held by HELEX and the Bank may also serve as such proof.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

The information required under article 27.3 of the Companies Act 2190/1920, including the invitation to the Extraordinary General Meeting, the proxy participation-appointment form and the draft resolutions on the items 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 resolutions and any documents specified under article 27.3 point (c) and (d) of the Companies Act 2190/1920 can be obtained from the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs (ground floor of the Megaro Mela, 93 Eolou Str., Athens).

Athens, 24 December 2015  
By order of the Board of Directors  
The Chair of the Board

Louka Katseli