



NATIONAL BANK  
OF GREECE

## **NATIONAL BANK OF GREECE S.A**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**30 June 2020**

#### **Terms and conditions for the remote General Meeting of Shareholders**

**“National Bank of Greece S.A.”** (the Bank) will hold the Annual General Meeting of Shareholders on 30 June 2020, and a potential Repeat Meeting on 8 July 2020, remotely in real-time by teleconference without the physical presence of Shareholders.

Shareholders of the Bank will participate at the General Meeting exclusively by electronic means.

Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the “Terms for the remote General Meeting”).

Capitalized terms used have the meaning as defined in the Appendix to the present.

Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

The Bank reserves the right at any time to modify, suspend, cancel or limit the mechanisms for the electronic General Meeting and vote when necessary or appropriate for technical or security reasons.

## **1. Introductory Remarks**

### **1.1. How can I participate and vote at the General Meeting?**

In order for Shareholders to participate and vote at the General Meeting or at any Repeat Meeting, it is necessary that they, or their proxies, create and use an **electronic account** in the Internet Platform that has been developed by the Hellenic Exchanges-Athens Stock Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/>.

The Internet Platform is provided by "Hellenic Central Securities Depository S.A.", while the WEBEX set of tools / services, provided by Cisco Hellas S.A., is used for the teleconference.

It is noted that the Internet Platform is also available in English, on the website <https://axia.athexgroup.gr/en/home>.

### **1.2. How can I access the Internet Platform?**

In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

### **1.3. How can I create an Account in the Internet Platform?**

In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the Shareholder or his/her proxy.

### **1.4. What do I do if the data entered in the Platform does not match the data registered in the Dematerialized Securities System (DSS)?**

If, on accessing the Internet Platform the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Bank by the Hellenic Central Securities Depository as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of the BoD of Hellenic Central Securities Depository S.A., "Services to facilitate shareholder identification in remote general meetings & provision of 2-factor authentication when investors access ATHEXCSD electronic services", shareholders must provide or/and update the information above through their Operators, in order to create the account.

### **1.5. How can I verify that I have successfully connected to the Internet Platform?**

Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email.

### **1.6. What rights may I exercise via the Internet Platform?**

By activating the teleconference application (Cisco WEBEX) via the link at the start of the General Meeting, Shareholders will be able to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting orally during the General Meeting, while at the same time, through the Internet Platform they will be able to:
- c) vote on the items of the daily agenda,
- d) receive information on the recording of their vote.

The deadlines, during which the rights of Shareholders can be exercised are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting, while the time period that will be provided for voting will be announced during the General Meeting.

### **1.7. Can I participate and vote remotely in real-time by proxy at the General Meeting via the Internet Platform?**

Yes, Shareholders may participate in the AGM and may vote either in person or by proxy.

Specifically for Shareholder participation by proxy at the General Meeting on 30.06.2020 or any Repeat Meeting thereof, remotely in real-time by teleconference, **Shareholders or their custodian can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.06.2020 at the latest)**, through the **"FORM OF PROXY FOR PARTICIPATING REMOTELY BY TELECONFERENCE AT THE AGM"**, available through the Bank's branch network and on the Bank's website at <https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>.

Upon receipt of the information above by the Bank, and based on the email address and mobile telephone of the representative, as declared in the proxy document, **the Bank creates an account for the proxy on the electronic platform**; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in the AGM Invitation.

### **1.8. Can I participate remotely, in person or by proxy, in the vote before the General Meeting (mail vote)?**

Yes, shareholders have the option to participate remotely, in person or by proxy, at the vote on the items of the General Meeting that will take place **before** the General Meeting.

Shareholders that wish to participate and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:

1) Either by exercising the right to vote before the General Meeting through the electronic platform <https://axia.athexgroup.gr> in which they have previously created an account and have successfully registered as described above.

2) Or by completing and sending as described in the Invitation the "Mail vote document", available through the Bank's branch network and on the Bank's website at <https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>.

Specifically for shareholder participation by proxy at the vote on the items of the General Meeting that will take place before the General Meeting as described above, shareholders or their custodian can appoint up to one (1) proxy, **whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.06.2020 at the latest), through the "FORM OF PROXY FOR VOTING REMOTELY BEFORE THE AGM"**, available through the Bank's branch network and on the Bank's website at <https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>.

Upon receipt of the information above by the Bank, and based on the email address and mobile telephone of the representative, as declared in the proxy document, **the Bank creates an account for the proxy on the electronic platform**; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder as described above.

### **1.9. Until when can the vote before the General Meeting take place?**

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Bank **by 11.00 am on 29.06.2020 at the latest.**

## **2. Right to participate and vote at the General Meeting**

### **2.1. When will the General Meeting commence its proceedings?**

The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chairperson of the Meeting to Shareholders.

Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote electronically, provided that he has taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account in the Internet Platform and clauses of the present and in accordance with the instructions provided in the Invitation.

### **2.2. How and when must I connect to the Internet Platform in order to participate in the General Meeting?**

Shareholders must connect through the Internet Platform, before the start of the General Meeting and to declare that they intend to participate in the General Meeting.

Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link that must be followed to connect to the video conference of the General Meeting.

On the date of the General Meeting, in order to participate in the proceedings Shareholders must connect in a timely fashion through the Internet Platform, fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

### **2.3. Can I participate in English?**

It is noted that, shareholders that wish to participate in the General Meeting in English, will be able to do so via telephone, in accordance with the detailed instructions that will be provided.

### **2.4. If I do not connect on time, will I be able to vote?**

No, Shareholders that do not connect to the Internet Platform on time before the start of the General Meeting as above and up until the announcement of the start of the proceedings by the Chairperson of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will only be able to follow the live feed of the General Meeting by video conference.

### **2.5. What will happen if I have not appointed a proxy or representative?**

Shareholders who have not appointed a proxy or representative by the deadline (i.e. at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform before the start of the General Meeting will participate at the General Meeting, unless the General Meeting refuses for good reason and justifies its refusal.

In that case, they will not be counted among the Shareholders that are present at the General Meeting, and will only be able to follow the live feed of the General Meeting by teleconference.

### **2.6. What are my rights after I have connected on time and in compliance with the formalities?**

Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting:

- (i) are considered to be present in person at the General Meeting;
- (ii) are included in the calculation of the quorum of shareholders present or represented at the General Meeting and the calculation of the percentage of the issued share capital of the Bank present or represented at the General Meeting based on the number of voting rights they stated they would exercise,
- (iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting;

(iv) will have the right to vote in real-time during the General Meeting on the items of the daily agenda at the point in time announced by the Chairperson;

(v) will be able to take the floor and address the General Meeting orally during the General Meeting;

(vi) will receive information on the registration of their vote.

### **2.7. How will I be registered?**

The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).

### **2.8. What will happen if I disconnect earlier?**

Any early disconnection by Shareholders before the end of the General Meeting does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected.

Shareholders can connect again to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically. In all other cases, Shareholders will only be able to follow the live stream of the General Meeting through teleconference (video conference).

### **2.9. How will I be able to take the floor during the General Meeting?**

Shareholders wishing to take the floor through the Internet Platform during the Meeting will have to press the sign on the right side of the screen via which they can raise their hand through the platform, when such opportunity is provided.

### **2.10. At which point during the General Meeting will I be able to vote?**

Shareholders will be able to vote electronically from the time when the Chairperson of the General Meeting announces the start of voting on the items of the daily agenda, following the completion of the proposals and discussion on the items of the daily agenda, and up until the point when the Chairperson of the General Meeting will announce.

The Chairperson of the General Meeting may, at their absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when she announces the end of voting.

### **2.11. Can I vote during the General Meeting if I have already voted via mail vote?**

On entering the Internet Platform, Shareholders will declare the number of voting rights with which they wish to participate at the General Meeting and vote, and, if they wish, they can amend that number (to a lower one).

For Shareholders that participate in the voting on the items of the General Meeting that takes place before the General Meeting (**mail vote**), voting on the items of the agenda will be possible **exclusively and only for the time period indicated in term 1.8 herein and the Invitation to the General Meeting**. Following that

time point, it will not be possible for Shareholders to participate in the voting on the items of the daily agenda that takes place before the General Meeting by mail vote.

Shareholders that vote on time as above can follow the live feed of the General Meeting by video conference.

### **2.12. Can I withdraw my mail vote?**

Shareholders that voted on time as above before the General Meeting by mail vote will be able to withdraw it, as follows:

a) If they voted before the General Meeting through the Internet Platform, they will be able to withdraw their vote through the Internet Platform, up until the start of the General Meeting.

b) If they voted before the General Meeting by sending to the Bank the "Mail Vote Form", they will be able to withdraw their vote in the same manner in which they submitted it, **no later than one (1) hour before the start of the General Meeting**. Shareholders above may, if they wish, participate in person at the General Meeting under the provisions of the present.

## **3. Vote confirmation and voting results**

### **3.1. I submitted my vote through the Internet Platform. Can I withdraw it?**

No, submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn, subject to the conditions herein.

### **3.2. Will I receive a confirmation of my vote?**

Yes, each Shareholder who voted at the General Meeting (including by mail vote) will receive from "Hellenic Central Securities Depository S.A." confirmation of registration of their vote on the items of the daily agenda through the Internet Platform after the end of the General Meeting.

### **3.3. What will happen if I do not exercise my declared voting rights?**

If during voting the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, he will receive confirmation by the "Hellenic Central Securities Depository S.A." that the remaining rights were noted as "ABSTAIN".

### **3.4. Will I be informed on the results of the vote?**

The results of the vote on the items of the General Meeting will be published on the website of the Bank in accordance with the law.

## **4. Technical infrastructure**

The Bank ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices.

The Bank will cooperate and make use of the services of reliable Third Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

#### **4.1. What risks are there with regards to the technical infrastructure of the General Meeting?**

Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist.

The Bank, through Third Party Suppliers, takes all measures, technical and organization, and makes every possible effort to ensure as much as possible the continuous and uninterrupted of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices.

However, due to the nature of the Internet and web applications, the Bank and the Third Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual. In cases such as the above, the bank and the Third Party Suppliers will make every possible effort to restore its operation, however beyond that, the Bank and the Third Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

#### **4.2. What measures should I take with regards to information systems' security?**

It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and non-portable.

Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Bank for any damages suffered by Shareholders.

Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means which will allow access to the Internet Platform.

#### **4.3. What must I ensure prior to the General Meeting?**

Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (Cisco WEBEX).

The Bank, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders



to control their access and to verify that they can participate substantively in the General Meeting.

#### **4.4. Will there be a help desk available?**

Yes, a help desk that is available to Shareholders during the General Meeting and for access testing in the Internet Platform, as announced in the Invitation to the General Meeting.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs by email at [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) or by calling +30 2103343460, +30 2103343415, +30 2103343419, +30 2103343422, +30 2103343417 and +30 2103343411 (daily between 09.00 – 17.00).

Until the end of the General Meeting, a help desk will operate that will provide information and support shareholders and their representatives at + 30 210 3366 120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

#### **4.5. Can I notify the Bank of any failure?**

Yes, shareholders can notify the Bank of any failure in the technical infrastructure through the help desk.

Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arouses from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders.

Inability by one or more Shareholders to follow the proceedings and participate at the General Meeting or to vote electronically during (any part) of the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

#### **4.6. What will happen if there is a failure in technological infrastructure during the General Meeting?**

In the event that during the General Meeting the Chairperson of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts the proceedings of the General Meeting, the Chairperson of the General Meeting informs Shareholders that are participating at the General Meeting.

The Chairperson of the General Meeting may decide, at her absolute discretion, taking into consideration the possible impact in the decision making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/ or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairperson, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairperson may, at her absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and / or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/ or to vote electronically during (any part) of the General Meeting. The Chairperson of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

If the Chairperson of the General Meeting decides to suspend or postpone the General Meeting, then the whole process that has taken place up to the point of suspension or postponement and any decisions taken on the items of the daily agenda will be valid.

## **5. Communication**

For any questions and instructions concerning these Terms for the remote General Meeting, you may contact the Bank's Subdivision for Governance of NBG Shareholder Register & Shareholder Affairs by email at [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) or by calling +30 2103343460, +302103343415, +30 2103343419, +30 2103343422, +30 2103343417 and +302103343411 (daily between 09.00 – 17.00).

For any information regarding technical support to Shareholders and their representatives, you may contact the Help Desk by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr) or by telephone at +30 210 3366.120.

## Appendix - Definitions

**Bank** refers to the bank "**National Bank of Greece S.A**"

**General Meeting** refers to the General Meeting of Shareholders of " National Bank of Greece S.A." which will take place remotely in real time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue, under the conditions of articles 125 and 126 of Law 4548/2018.

**Internet Platform** refers to the internet platform <https://axia.athexgroup.gr> that has been developed by the Hellenic Exchanges – Athens Stock Exchange Group and is available by the "Hellenic Central Securities Depository" for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders. Teleconference application / teleconference refers to the WEBEX set of tools / services that are provided by Cisco Hellas S.A., through which video conferencing is provided.

**Mail vote** refers to the participation remote participation of Shareholders in the vote on the items of the General Meeting that will take place before the General Meeting.

**Shareholder of the Bank** refers to the physical or legal person that appears as shareholder of the Bank in the records of the Dematerialized Securities System (DSS) that is administered by "Hellenic Central Securities Depository S.A." (which is the Central Securities Depository which provides registry services under the meaning of par. 5 of article 124 of Law 4548/2018) on the start of the fifth (5th) day before the date of the Annual General Meeting ("Record date"), i.e. on 25 June 2020, and has the right to vote, his / her proxies, as well as the proxies of Shareholders or otherwise exercising the right to vote representing legal persons. Terms for the remote General Meeting refers to the present terms and conditions.

**Chairperson of the General Meeting** refers to the Chairperson of the General Meeting that will take place remotely in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

**Third Party Suppliers** refers to the companies "Hellenic Central Securities Depository S.A.", headquartered in Athens, and "Cisco Hellas S.A.", headquartered in Marousi Attica.