

**Board Committee  
Charter**

*Strategy and  
Transformation  
Committee*



**I. PURPOSE OF THE COMMITTEE**

The purpose of the Board Strategy & Transformation Committee (“the Committee”) is to assist NBG’s Board of Directors (“the Board”) in performing its duties in respect of:

- reviewing and approving the strategic direction of the Bank and the Group and taking decisions on all issues related to NBG Group strategy, and overseeing and providing guidance to management in deploying these actions;
- fulfilling its oversight responsibility relating to reviewing and monitoring the assessment and management of certain key risks under its competence, as these are defined under Chapter II below;
- overseeing and monitoring the initiatives of the Bank towards its strategic and corporate transformation;
- directing competent Executive Bodies in developing the Group’s strategic options; and
- reviewing regularly the implementation of the Group’s strategy by the Group’s management bodies.

**II. RISKS OVERSEEN BY THE COMMITTEE**

The Committee is competent to oversee primarily risk related to the following particular types of key risks:

- Strategic Risk
- Transformation Risk
- Disruption/Obsolescence Risk
- Financial Risk

**III. RESPONSIBILITIES OF THE COMMITTEE IN THE OVERSIGHT OF RISKS UNDER ITS COMPETENCE**

In carrying out its task the Committee shall undertake the following responsibilities:

**A. Business plan**

Submit proposal to the Board on the approval of the Bank and the Group 3-year business plan at the latest by December 31st, of the year prior to the first year which it concerns, review it at least annually or where deemed necessary and monitor on a regular

basis its implementation. To this effect, the Committee shall review all material information and documentation relating to planning and strategy.

**B. Annual Budget**

Review (at both the initial and final draft stage) and propose to the Board for approval the Annual Budget of the Bank and the Group at the latest by December 31st, of the year prior to the year which it concerns, and monitor its implementation on a quarterly basis.

**C. Strategic and Corporate Transformation**

Submit proposals with regard to initiatives taken in the context of strategic and corporate transformation, oversee related activities and monitor on a regular basis the implementation of Strategic and Corporate Transformation Projects undertaken by the Bank.

**D. Corporate Structure related Actions**

Review all significant actions concerning corporate and Group structure, such as divestments, mergers, acquisitions of shareholdings in banks or other companies or the creation of special purpose companies, the formation of joint ventures and any other major investments by NBG Group, apart from those which are pure financial vehicles, and where deemed necessary, make proposals, to the Board on all of the above issues. To this effect, the CEO should ensure that the Committee is apprised of all relevant, material information in a timely manner.

**E. Issues of strategic importance**

Review and, as needed, make proposals to the Board on all other issues of strategic importance to the Bank, as put forward for discussion by the Chairman or the CEO.

**F. Other**

Further to what has been specifically stipulated above, in any case, the Committee is competent to:

- develop proposals, for consideration by the Board, regarding any matter within the purview of this Charter;
- perform any other activities within the purview of this Charter, at the request of the Board Chairman or the Board or as required by the Corporate Governance Code.

#### **IV. EXECUTIVE ACCOUNTABILITY AND REPORTING STRUCTURES FOR THE EFFECTIVE MANAGEMENT OF RISKS OVERSEEN BY THE COMMITTEE**

Considering the Risks overseen by the Committee, the Bank has in place appropriate accountabilities at the Executive level for the day to day management of respective risks and the provision of all necessary feedback required by the Committee for the effective discharge of its duties. Within this context, the Committee can receive reports and information by the following Executive positions:

- Chief Executive Officer
- Chief Financial Officer and Executives overseeing MIS
- Executives overseeing Transformation Projects
- Executives overseeing Strategy
- Chief Information Officer
- General Manager of Corporate Banking
- General Manager of Retail Banking
- Chief Compliance Officer

Reporting structures and procedures in place include the following:

- The Committee receives and assesses reports from the Transformation Project Office concerning the implementation process of the Transformation Project.
- The Committee receives reports from Workstream Leaders and Initiative Leaders with regard to Initiatives undertaken under the Group's Transformation Project.
- Through the Finance and MIS Division and the CFO's respective reports, the Committee is monitoring the implementation of the Bank's business plan.
- Through Finance and MIS Division's and the CFO's reports, the Committee is reviewing the Annual Budget of the Bank and the Group and is monitoring its implementation on a quarterly basis.
- The Committee receives notifications from the CEO, the CFO with regard to any deviation from the approved business plan/annual budget and issues of non-compliance with the above and

the possibility of adverse developments with regard to the approved (by the Board) business plan.

- The Committee receives notifications and updates from the CEO and the Executives overseeing Group Strategy with regard to commitments under the Restructuring Plan and related to divestments.
- The Committee is informed by the General Managers of Corporate and of Retail Banking, in regards to strategic issues as appropriate per segment.
- The Committee is informed by the Chief Information Officer on any IT related strategic matter.
- The Committee receives reports from the CEO on any issues of strategic importance to the Group.

In any case, the Committee shall determine the nature, the amount, the format, and the frequency of the information which it is to receive and Executives of the Group which shall be required to provide information to the Committee.

Further, the Bank's Senior Executives are responsible, in case key risks under the competence of the Committee are identified related to activities of their area of supervision, to raise these so that the Committee can be sufficiently informed about any important risk under its areas of oversight.

#### **Reporting line of the Committee to the Board**

- The Committee Chair briefly informs the Board on the Committee's work following each meeting.
- The Committee prepares and submits to the Board of Directors a brief annual report of its work, including an assessment of the adequacy and effectiveness of its Charter, as well as proposals on any modifications it deems expedient.

#### **V. MEMBERSHIP OF THE COMMITTEE**

##### **1) Composition**

The Committee shall be composed of:

- at least five members;
- at least three of them shall be independent non-executive members of the Board;
- The CEO shall participate as an ex officio member.
- The Committee may be chaired by the Chairman of the Board of Directors.
- The HFSF Representative is appointed as a member of the Committee in line with the process set out in the Relationship Framework Agreement with the HFSF and has the rights stipulated by L. 3864/2010, as well as by the Relationship Framework Agreement entered into between the Bank and the HFSF.
- An HFSF Observer is appointed in the Committee upon notification from the HFSF, who shall act as an observer and will have no voting rights.
- The Committee may decide to appoint a Vice-Chair among its members.

### **2) Committee appointment process**

- The Committee members shall be appointed by the Board on the recommendation of its Chairman, who will consult with the Corporate Governance & Nominations Committee to this effect.

### **3) Committee Member appropriateness**

- The Committee members shall be selected on the basis of their competence and experience.
- The Chairman of the Board Risk Committee and the Chairman of the Human Resources and Remuneration Committee should also serve as members of the Committee.
- Membership in the Committee does not rule out the possibility of participating in other Board Committees of the Bank.

### **4) Term of appointment**

- The Committee members shall be appointed for a term of one year, which shall be automatically renewed for successive one-year renewal terms, unless otherwise decided.
- In any case, the mandates of the Committee members shall automatically expire if they cease to be members of the NBG Board.

### **5) Remuneration**

- According to NBG's Corporate Governance Code and the Directors' Remuneration Policy, Committee members shall receive an annual remuneration for their participation to the Committee and depending on their position held, on top of their basic remuneration as Board members. The remuneration policy in accordance with which the Chair and Committee members are remunerated is subject to approval by the General Meeting of Shareholders.

## **VI. POWERS AND AUTHORITIES OF THE COMMITTEE**

### **1) Access to information**

- The Committee shall have access to all necessary information to perform its duties.

### **2) Appointment of external advisors**

- The Committee is authorized by the Board to hire and retain independent advisors to assist it in strategic, project management, legal, or other matters, at its sole discretion, and to approve the related fees and retention terms in accordance with the Corporate Governance Code and within the approved Annual BoD budget.

### **3) Expenses**

- The Committee shall receive any funding it deems necessary or expedient for regular administrative expenses, within the approved annual BoD budget.

### **4) Invitations to attend Committee meetings**

- The Committee may invite to its meetings any Board member, executive of NBG or of Group subsidiaries or such other person deemed appropriate to assist it in performing its responsibilities. When executive officers of NBG or of Group subsidiaries are invited to a meeting, the Committee shall notify NBG's CEO accordingly. If invited to attend a Committee meeting, any executive of NBG and its Group is required to attend.

## 5) Cooperation with other Board Committees and executives

- Within the context of effectively performing its tasks, the Committee shall cooperate with any other Board Committee and can hold joint sessions as may be required for the review of issues under its competence or may revert issues to other Board Committees for matters within their competence, as per case. Further, the Committee cooperates with Executives having competence over strategic issues, and any other Executive of the Bank of Group entities, as deemed appropriate in the discharge of its responsibilities.

## 6) Delegation of authority

- The Committee may delegate specific responsibilities and authorities, within the purview of its responsibilities and authorities, to one or more individual Committee members, insofar as this is permitted by the applicable regulatory framework and the Bank's internal regulations and there is no conflict of interest.

## VII. MODUS OPERANDI OF THE COMMITTEE

### 1) Meeting logistics

The Committee shall meet at least three times per year, keep minutes of its proceedings, and report regularly to the Board. At its first meeting of the calendar year, the Committee shall decide on an annual calendar and rolling agenda.

### 2) Convening meetings & notice to members

The Committee meetings shall be convened by the Secretary of the Committee at the request of the Committee Chair. The Committee members and the HFSF Observer shall be notified of the venue, time and date of each meeting. With specific regard to the HFSF representative, if he submits a written request to the Committee Chair to hold a Committee meeting and the Chairman fails to call a meeting within seven (7) calendar days of the said written request, the HFSF representative shall be entitled to convoke the Committee within 5 days as of the expiry of the 7-day period.

### 3) Notice for the agenda

The agenda of items to be considered at each meeting, together with supporting documents, will be supplied to each member and the HFSF Observer at least five (5) calendar days in advance of the meeting, and while in any case ensuring that the requirements under the Relationship Framework Agreement entered into between NBG and HFSF regarding information to the HFSF representative are fully met.

If the agenda and the respective supporting documents are supplied to members of the Committee less than five (5) days prior to the scheduled meeting, they can be accepted for consideration by the meeting only if all Committee members agree.

The HFSF representative has the right to include items in the agenda of the Committee meeting by submitting them in writing to the Chairman of the Committee at least one (1) day prior to the scheduled Committee meeting.

The relevant documents may be circulated by email or via the BoD Secretariat Software used.

### 4) Meetings via video/conference call – Meetings via circulation

The Committee may, by decision of its Chair, hold meetings by video or conference call. The Chair may also ask the Committee to decide on certain documents through the exchange of e-mails, faxes or letters.

### 5) Quorum rules

The Committee shall have quorum and duly convene when half plus one of its members are present, including the Chair or his/her substitute.

A duly convened meeting of the Committee at which a quorum exists is authorized to exercise all or any of the powers and authorities of the Committee.

A member's participation in a meeting by video or audio link is deemed valid to that effect.

Member attendance at Committee meetings shall be disclosed in the annual corporate governance statement.

In the event of resignation, absence or impediment, the Chair shall be substituted by the Vice Chair (if

any) or the Member with the longest tenure on the Committee, or by any other Member that the Committee may elect as a substitute for that meeting.

### **6) Decision making & adjudication**

Decisions shall be validly taken by simple majority vote of the members present. In the event of deadlock, the Chair's vote shall be decisive.

In the event of a non-unanimous decision of the Committee on any subject, the opinions of the minority shall be recorded in the minutes.

Resolutions and minutes of the Committee's Meetings shall be available (and forwarded to the members of the Committee) within ten (10) calendar days after the relevant meetings and shall be approved by the Committee members at a next Committee session.

### **7) Secretary to the Committee**

In discharging its duties, the Committee is assisted by a Secretary, who may be the Bank's Board Secretary.

The Committee Chairman can request the Chairman of the Board to replace the Committee Secretary if the Secretary's assistance to the Committee is not considered adequate.

### **8) Adequacy of the Committee Charter**

The Committee reviews at least annually the adequacy of the present Charter and submits to the Board proposals on any amendments it deems expedient.

either internally or take place with the assistance of external providers.

### **2) Performance Assessment**

The Committee is subject to evaluation of its performance in accordance with the Bank's Policy on the Annual Self-Assessment of the Board and its Committees. Further, Committee competences are covered through the review and evaluation of the governance framework and performance of the Board of Directors conducted on behalf of the Hellenic Financial Stability Fund as per Law 3864/2010, as in force.

This Charter will come into force upon its approval by the NBG Board, unless the Board explicitly decides otherwise, and can be amended at any time by Board decision to that effect.

**Approved by the Board of Directors on 29.07.2019.**

## ***VIII. KNOWLEDGE AND DEVELOPMENT AND PERFORMANCE ASSESSMENT***

### **1) Knowledge and Development**

The Committee determines areas which it is considered appropriate for the Committee members to examine more thoroughly or matters on which training could be desirable, and considering also the provisions of the Board Training Policy in place, can arrange for deep-dives or trainings on specific areas, which can be hosted