

**Answers to shareholders' requests for the provision of information in the context of the  
Annual General Meeting to be held on 30.07.2021**

**Shareholder's request for information**

*The Bank received a shareholder's (natural person's) request dated 24 July 2021 for provision of information to the AGM of 30/07/2021, as per article 141 par. 6 of Law 4548/2018 "6. If any shareholder so requests, and provided that the said request is filed at least 5 full days before the General Meeting, the Board of Directors shall provide the General Meeting with any such specific information on the Company's business as may be requested, insofar as such information is relevant to the items on the agenda. The obligation to provide information does not apply in the event that such information is already available through the company's website, particularly in the form of questions and answers. ... ", while in the context of ensuring equality of access to information for all investors, NBG publishes the answers to shareholders' requests for information.*

***Question:***

*Item 1: How the notion of shareholder participation, transparency in corporate governance is reflected in the fact that the articles of association include provisions for the participation of quotas of women on the boards, which I absolutely support, or competence criteria, but do not include provisions for the participation of individuals, shareholders, mutual fund holders rather than your employees who represent them and who are fully dependent on the Management. Are you bothered by shareholders having a direct concern about their interests?*

***Answer:***

The Bank has always demonstrated unwavering commitment and ongoing effort to ensure that it operates driven by maintaining an enhanced corporate governance framework, including the procedures for the election of Board members, in compliance with the applicable regulatory framework and taking into account international best practices, for the benefit of the Bank, its staff and shareholders.

In this context, as per Law 4548/2018 and Law 4706/2020, and in line with Article 9, par. 1 (b) and subject to Article 17 of the Bank's Articles of Association, as in force, the General Meeting of Shareholders is the only competent body to decide on the election of Board members.

When selecting and proposing candidate Board members to the General Meeting of shareholders (or when appointing new Board members to replace departing members, for any reason whatsoever) the Board, with the support of the Corporate Governance and Nominations Committee, proposes candidates in line with the applicable regulatory framework and the Bank's internal policies. Specifically, nominations for the Bank's Board are carried out in line with the detailed Policy for the Nomination of Board members, the Board Suitability Assessment Policy and Procedure and the Diversity Policy, the Bank's Articles of Association, the Code of Corporate

Governance and Charter of the Corporate Governance and Nominations Committee, and in line with the provisions of the relevant regulatory framework (in particular Laws 4548/2018, 4261/2014 and 4706/2020, as in force, Bank of Greece Executive Committee Act 142 / 11.06.2018 and the relevant Guidelines of the European Banking Authority and the European Central Bank), also taking into account international best practices.

In that context, the Board of Directors seeks to propose candidates who meet the minimum required suitability criteria and whose election ensures that the Board, as a collective body, has the appropriate competences and reflects an adequately broad range of experiences. Among others, in order to be considered suitable, candidates must at least: a) meet the minimum requirements set out in the regulatory framework, the Corporate Governance Code and the Bank's internal policies, including the suitability criteria for participation in the Board of Directors, the incompatibilities of Board members and independence criteria (as the case may be), (b) meet the minimum eligibility criteria set out in Law 3864/2010, as in force, (c) meet the minimum suitability criteria set out in Article 91 of the CRD Directive, as in force, and specifically: (i) experience, (ii) reputation, (iii) non-conflict of interests and independence of mind, (iv) time commitment and (v) collective suitability, (d) not be in any systematic conflict of interests with the Bank, as per the applicable regulatory and internal framework, and (e) meet specific criteria, as set out in each case, relating to the role and tasks of the specific position.

In addition, the representative of the Hellenic Financial Stability Fund participates in the Bank's Board of Directors as per Law 3864/2010, as in force, while at the same time, as per Article 3 par. 1 (b) Law 4706/2020, the criteria for the selection of Board members include at least sufficient representation per gender at a percentage that is not less than twenty five percent (25%) of total Board members.

In any case, the election of the Board members is subject to the ongoing supervision and approval of the Single Supervisory Mechanism (SSM) of the European Central Bank.

***Question:***

*Item 2, 3. Isn't it somewhat insulting on your part to ask the shareholders of a company, which you have repeatedly led to bankruptcy and which hasn't distributed dividends for ages, to approve an incentives and remuneration policy you have adopted for yourselves?*

*All the more so when you request the reduction of the Bank's share capital by reducing the nominal value of each ordinary registered share from €3.00 to €1.00 (without changing the total number of common registered shares) with a view to offsetting equivalent accumulated losses of previous years.*

***Answer:***

The distribution of shares in the form of stock options to the staff and senior management is an international practice that aims to incentivise employees to improve their performance and to ensure that competent people will remain in the company for a long time. If NBG does not launch

a stock options program, it will have a competitive disadvantage against other Greek and European banks. The rationale for the foregoing is set out in detail in the Draft Resolutions on the items of the agenda of the AGM.

The reduction of the share capital with a view to offsetting equivalent accounting losses does not bring about any change in the equity of the Bank and the Group as reflected in the books. It is simply an accounting transfer of an amount from one equity account to another. Total equity remains unchanged.

***Question:***

*Item 6, 8, 9. In order to assess the management of the company by the Board, and the reliability of the Bank's auditors and independent non-executive board members, based on shareholders' interests, we should be properly informed of the Management's decisions regarding the non-filing of lawsuits for criminal acts committed by managements and staff against the bank, under the provisions of Article 6 par. 2 of Law 4637/2019 as well as the relevant provisions of Law 4690/2020, including the explanatory rationale per act.*

***Answer:***

Pursuant to the provisions of Article 6, par. 2 of Law 4639/2019, the Bank's Board of Directors, as the competent body for this purpose, reviewed each case that fell within the scope of the aforementioned provision individually, as it was brought to its attention by the competent prosecuting authorities, and thereafter, with the assistance of advisors (internal and external), it took respective decisions, the content of which comprise internal documents of Bank.