



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

**RESULTS OF VOTING**

**at the Bank's Annual General Meeting of Shareholders**

**held on 30 July 2021**

**(under article 133 par.2 of Law 4548/2018, and par. 4.1.3.3 of the Athens Exchange Rulebook)**

The Annual General Meeting of Shareholders of the National Bank of Greece, held on Friday, 30 July 2021, at 11:00 a.m., remotely in real-time via teleconference was attended, in person or by proxy:

- in respect of item 1 of the Agenda, by Shareholders representing **625,256,065** common voting shares, of a total of **914,715,153** common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)], i.e. **68.36%** of the share capital with voting rights.
- in respect of items 2 and 3 of the Agenda, by Shareholders representing **625,256,065** common voting shares, of a total of **914,715,153** common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)], i.e. **68.36%** of the share capital with voting rights.
- in respect of items 4-7 and 10.1-15 of the Agenda, by Shareholders representing **611,774,206** common voting shares, of a total of **901,233,294** common voting shares [with the exception of common shares issued in favor of the HFSF (article 7a par. 2 of Law 3864/2010)], i.e. **67.88%** of the share capital with voting rights.

The General Meeting formed a quorum and was duly convened to deliberate on all the items on the Agenda, in compliance with the Bank's Articles of Association, Law 4548/2018 and Law 3864/2010, taking the following decisions:

**ITEM 1: Amendment of the Bank's Articles of Association.**

Quorum required: **20%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

Quorum actually recorded: **68.36%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

**The General Meeting approved the amendment of the Bank's Articles of Association.**

<b>RESULTS OF VOTING</b>					
<b>YES</b>		<b>NO</b>		<b>ABSTAINED</b>	
<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>
620,827,678	99.29%	4,363,998	0.70%	64,389	0.01%

**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.

Quorum required: **50%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

Quorum actually recorded: **68.36%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

The General Meeting approved the 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. Furthermore, it decided to amend accordingly Article 4 of the Bank's Articles of Association and to grant relevant authorizations.

It is noted that this resolution is subject to the approval of the Single Supervisory Mechanism.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
624,576,751	99.89%	623,520	0.10%	55,794	0.01%

**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.

Quorum required: **50%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

Quorum actually recorded: **68.36%** of the total common voting shares [including the common shares issued in favor of the HFSF (under article 7a par. 3 of Law 3864/2010)].

The General Meeting granted 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
598,679,273	95.75%	26,509,098	4.24%	67,694	0.01%

**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.**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

**The General Meeting approved the Board of Directors' Report and was informed on the respective Auditors' Report on the Annual Financial Statements of the Bank and the Group for the financial year 2020 (1.1.2020 – 31.12.2020).**

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
608,439,299	99.45%	403,977	0.07%	2,930,930	0.48%

**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).**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

**The General Meeting approved the Annual Financial Statements of the Bank and the Group for the financial year 2020 (1.1.2020 – 31.12.2020), as approved by the Board of Directors.**

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
608,442,668	99.46%	402,588	0.07%	2,928,950	0.48%

**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.

Quorum required:

**20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded:

**67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the overall management by the Board of Directors as per Article 108 of Law 4548/2018 and discharged 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
608,152,409	99.41%	259,928	0.04%	3,361,869	0.55%

**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.**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting elected certified auditors “PriceWaterhouseCoopers (PwC)” to undertake the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2021, and determined their remuneration.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
603,577,746	98.67%	8,134,507	1.33%	61,953	0.01%



**Item 8: Submission of the annual Audit Committee Report pursuant to Article 44 par. 1 case i) of Law 4449/2017.**

This agenda item concerns submission to the General Meeting in accordance with Article 44 par. 1 case i) of Law 4449/2017 as in force and is not put to a vote.

**Item 9: Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.**

This agenda item concerns submission to the General Meeting in accordance with Article 9 par. 5 of Law 4706/2020 as in force and is not put to a vote.

**Item 10: Election of a new Board of Directors and appointment of independent non-executive members.**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting elected a new Board of Directors with a term of 3 years, i.e. through to the AGM of 2024, pursuant to a) the Bank's internal framework; b) the existing applicable legal and regulatory framework; c) the European Central Bank Guide to Fit and Proper assessments (May 2018) and the joint EBA-ESMA Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12); d) the existing contractual framework with the HFSF and e) international corporate governance best practices. Accordingly, the Board is composed of the following 12 members:

**Members:**

- ◆ Mr. Paul Mylonas
- ◆ Ms. Christina Theofilidi

**Non-executive members:**

- ◆ Mr. Gikas Hardouvelis, for the role of Board Chair
- ◆ Mr. Periklis Drougkas, Hellenic Financial Stability Fund Representative under Law 3864/2010

**Independent non-executive members:**

- ◆ Ms. Aikaterini Beritsi
- ◆ Mr. Wietze Reehoorn
- ◆ Ms. Elena Ana Cernat
- ◆ Mr. Avraam Gounaris
- ◆ Mr. Matthieu Kiss
- ◆ Ms. Anne Marion Bouchacourt
- ◆ Mr. Claude Piret
- ◆ Mr. Jayaprakasa (JP) C.S. Rangaswami

It is noted that the election of members of the Board of Directors of credit institutions is subject to constant review and assessment of their suitability (fit & proper) by the European Central Bank Single Supervisory Mechanism (SSM).

<b>RESULTS OF VOTING</b>						
<b>MEMBERS</b>	<b>YES</b>		<b>NO</b>		<b>ABSTAINED</b>	
	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>
Gikas Hardouvelis	608,526,792	99.47%	2,692,667	0.44%	554,747	0.08%
Pavlos Mylonas	611,176,732	99.90%	528,252	0.09%	69,222	0.01%
Christina Theofilidi	611,258,240	99.92%	446,744	0.07%	69,222	0.01%
Aikaterini Beritsi	611,630,919	99.98%	74,065	0.01%	69,222	0.01%
Elena Ana Cernat	611,625,523	99.98%	79,311	0.01%	69,372	0.01%
. Avraam Gounaris	611,630,235	99.98%	74,749	0.01%	69,222	0.01%
Matthieu Kiss	611,276,760	99.92%	429,074	0.07%	68,372	0.01%
Anne Marion Bouchacourt	611,620,730	99.97%	84,254	0.01%	69,222	0.01%
Claude Piret	611,625,679	99.98%	79,305	0.01%	69,222	0.01%
Jayaprakasa (JP) C.S. Rangaswami	608,132,645	99.40%	3,573,130	0.58%	68,431	0.01%
Wietze Reehoorn	611,078,097	99.89%	626,887	0.10%	69,222	0.01%
Periklis Drougkas	590,953,755	96.60%	20,752,079	3.39%	68,372	0.01%

**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.**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting approved the remuneration of the Board of Directors of the Bank for the financial year 2020, determined the remuneration of the Chairman of the Board and executive and non-executive members of the Board through to the AGM of 2022, approved, for the financial year 2020, 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, and determined their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2022.

<b>RESULTS OF VOTING</b>					
<b>YES</b>		<b>NO</b>		<b>ABSTAINED</b>	
<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>
609,727,081	99.67%	1,982,765	0.32%	64,360	0.01%

**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.**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

**The General Meeting casted a positive vote on the fiscal year 2020 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.**

<b>RESULTS OF VOTING</b>					
<b>YES</b>		<b>NO</b>		<b>ABSTAINED</b>	
<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>
609,815,142	99.68%	1,403,199	0.23%	555,865	0.09%

**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.

Quorum required:

**20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded:

**67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

**The General Meeting redetermined 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.**

<b>RESULTS OF VOTING</b>					
<b>YES</b>		<b>NO</b>		<b>ABSTAINED</b>	
<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>
609,895,876	99.69%	1,811,321	0.30%	67,009	0.01%

**Item 14: Approval of Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.**

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

**The General Meeting approved the Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.**

<b>RESULTS OF VOTING</b>					
<b>YES</b>		<b>NO</b>		<b>ABSTAINED</b>	
<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>	<b>VOTES</b>	<b>%</b>
611,632,433	99.98%	64,572	0.01%	77,201	0.01%



**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.

Quorum required: **20%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

Quorum actually recorded: **67.88%** of the total common voting shares [with the exception of common shares issued in favor of the HFSF (under article 7a par. 2 of Law 3864/2010)].

The General Meeting granted 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.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
611,630,362	99.98%	74,510	0.01%	69,334	0.01%

**Item 16: Various announcements.**

This agenda item concerns announcements that are not put to a vote.