



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

**RESULTS OF VOTING**

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

**held on 28 July 2023**

**(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, 28 July 2023, at 11:00 a.m., remotely in real-time via teleconference was attended, in person or by proxy:

- in respect of items 1-2, 4-5 and 7-10 of the Agenda, by Shareholders representing **728,723,178** common voting shares of a total of **914,715,153** common voting shares, i.e. **79.67%** of the total common voting shares.
- in respect of item 11 of the Agenda, by Shareholders representing **728,723,178** common voting shares of a total of **914,715,153** common voting shares, i.e., **79.67%** of the total common voting shares.

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, as in force, taking the following decisions:

**ITEM 1:** Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2022 (1.1.2022 – 31.12.2022), and submission of the respective Auditors' Report.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

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 2022 (1.1.2022 – 31.12.2022).

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
723,857,360	99.33%	11,011	0.00%	4,854,807	0.67%

**Item 2: Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2022 (1.1.2022 – 31.12.2022).**

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

The General Meeting approved the Annual Financial Statements of the Bank and the Group for the financial year 2022 (1.1.2022 – 31.12.2022), as approved by the Board of Directors.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
723,857,360	99.33%	11,011	0.00%	4,854,807	0.67%

**Item 3: Submission of the annual Audit Committee Report on its activities during 2022 pursuant to Article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Statements of the Bank and the Group for the financial year 2022 (1.1.2022 – 31.12.2022).**

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 4:** 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 2022 (1.1.2022 – 31.12.2022), in accordance with par. 1 case c) of article 117 of Law 4548/2018.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

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 2022 (1.1.2022 – 31.12.2022), in accordance with par. 1 case c) of article 117 of Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
721,734,347	99.04%	1,744,631	0.24%	5,244,200	0.72%

**Item 5: 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 2023, and determination of their remuneration.**

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

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 2023 and determined their remuneration.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
727,307,676	99.81%	1,374,378	0.19%	41,124	0.01 %

**Item 6: 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 7: Approval of the revised Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.**

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

**The General Meeting approved the revised Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.**

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
633,886,374	86.99%	94,540,784	12.97%	296,020	0.04%



**Item 8:** Approval of the remuneration of the Board of Directors of the Bank for the financial year 2022 and determination of the remuneration of the Chairman of the Board and executive and non-executive members as per Article 109 of Law 4548/2018 through to the AGM of 2024.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

The General Meeting approved the remuneration of the Board of Directors of the Bank for the financial year 2022 and determined the remuneration of the Chairman of the Board and executive and non-executive members as per Article 109 of Law 4548/2018 through to the AGM of 2024.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
727,470,253	99.83%	956,905	0.13%	296,020	0.04%

**Item 9: Submission for discussion and advisory vote on the fiscal year 2022 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.**

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

The General Meeting casted a positive vote on the fiscal year 2022 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
685,157,601	94.02%	43,269,757	5.94%	295,820	0.04%

**Item 10:** Approval of a program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force, and granting of authorization to the Board of Directors.

Quorum required: 20% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

The General Meeting approved a program for the purchase of own shares in accordance with Article 49 of Law 4548/2018, as in force, and granted authorizations to the Board of Directors.

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	%
727,009,472	99.76%	1,458,042	0.20%	255,664	0.04%

**Item 11:** Establishment of a Program for the free distribution of shares of the Bank to Senior Management executives or/and staff of the Bank and its affiliated companies in the context of article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018 (stock awards). Granting of relevant authorizations to the Bank’s Board of Directors.

Quorum required: 50% of the total common voting shares

Quorum actually recorded: 79.67% of the total common voting shares

The General Meeting established a Program for the free distribution of shares of the Bank to Senior Management executives or/and staff of the Bank and its affiliated companies in the context of article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018 (stock awards) and granted relevant authorizations to the Bank’s Board of Directors.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
541,241,375	74.27%	187,176,822	25.69%	304,981	0.04%