



NATIONAL BANK
OF GREECE

DISCLAIMER - IMPORTANT

THIS ANNOUNCEMENT IS NOT DIRECTED AT OR INTENDED TO BE ACCESSIBLE BY PERSONS IN THE UNITED STATES OR PERSONS RESIDENT OR LOCATED IN AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE THE EXTENSION OF AVAILABILITY OF THE ANNOUNCEMENT WOULD BREACH ANY APPLICABLE LAW OR REGULATION OF OR WOULD REQUIRE ANY REGISTRATION OR LICENCING WITHIN SUCH JURISDICTION.

Announcement of the Publication of the Prospectus of National Bank of Greece S.A.

National Bank of Greece S.A. (“NBG”) announces that, as of 13.11.2023, it makes available to investors in Greece the prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission (“HCMC”) at its meeting held on 13.11.2023, which was drafted in English and includes a Greek translation of the Summary (ΠΕΡΙΛΗΠΤΙΚΟ ΣΗΜΕΙΩΜΑ) thereof, in accordance with Regulation (EU) 2017/1129, the delegated Regulations (EU) 2019/979 and 2019/980, articles 57-68 of Greek Law 4706/2020, as in force, and Resolution 1/892/13.10.2020 of the HCMC (the “Prospectus”), in relation to the offering to the public in Greece by the Hellenic Financial Stability Fund (the “HFSF” or the “Selling Shareholder ”) of up to 27,441,455 existing common registered dematerialized voting shares, listed on the Regulated Market of the Athens Stock Exchange (the “ATHEX”), with a nominal value of €1.00 each (the “Offer Shares”) in the share capital of NBG (the “Greek Public Offering”), by virtue of a resolution of the Board of Directors of the Selling Shareholder made on November 12th, 2023, which, among others, approved the disposal of the Offer Shares. There is no purchase guarantee for the Offer Shares. The Greek Public Offering is not subject to an underwriting agreement and/or placing agreements on a firm commitment basis.

Additional information regarding NBG, the Offer Shares, the Selling Shareholder and the Greek Public Offering (including, for example, but not limited to, the process that investors need to follow in order to participate in the Greek Public Offering of the Offer Shares) and the terms and conditions of the Greek Public Offering and allocation of the Offer Shares is set out in the Prospectus, and more specifically under section 19 «TERMS AND CONDITIONS OF THE OFFERING».

Set out below is the expected timetable for the Greek Public Offering:

Date	Event
13 November 2023	HCMC approval of the Prospectus.
13 November 2023	Publication of the Prospectus on the Bank’s, Selling Shareholder’s, Greek Public Offering Advisor’s, Greek Public Offering Coordinators’ and Lead Underwriters’, HCMC’s and ATHEX’s website.
13 November 2023	Publication of announcement regarding the availability of the Prospectus in the Daily Statistical Bulletin of the ATHEX and on the Bank’s and Selling Shareholder’s websites.
13 November 2023	Publication of the announcement for the invitation of the investors and the commencement of the Greek Public Offering.

14 November 2023	Commencement of the bookbuilding process for the International Offering.
14 November 2023	Commencement of the Greek Public Offering.
16 November 2023	End of the bookbuilding process for the International Offering.
16 November 2023	End of the Greek Public Offering.
17 November 2023	Publication of the Pricing Statement in the Daily Statistical Bulletin of the ATHEX and on the Bank's and Selling Shareholder's websites.
17 November 2023	Publication of a detailed announcement concerning the outcome of the Greek Public Offering in the Daily Statistical Bulletin of the ATHEX and on the Bank's and Selling Shareholder's websites.
21 November 2023	Crediting the Offer Shares to the Investor Shares and Securities Accounts (Expected Settlement Date).

It is noted that the above-mentioned timetable is dependent upon a number of unforeseeable factors and, therefore, is subject to change. In any case, investors will be informed through a relevant announcement of NBG.

This Prospectus will be made available to investors in electronic form as of 13.11.2023 on the following websites:

- ATHEX: <http://www.helex.gr/el/web/guest/company-prospectus>
- The Bank: <https://www.nbg.gr/en/group/placement> (in English), <https://www.nbg.gr/el/omilos/placement> (in Greek)
- The Selling Shareholder: <http://www.hfsf.gr/nbg-secondary-fully-marketed-offering/>
- Greek Public Offering Advisor: <https://www.euroxx.gr/gr/content/article/nbg>
- Greek Public Offering Coordinators and Lead Underwriters: <https://www.euroxx.gr/gr/content/article/nbg>, <http://www.nbgsecurities.com/#!/homenews/tab-news-3> (in Greek), <http://www.nbgsecurities.com/eng/#!/homenews/tab-news-3> (in English).

In accordance with the article 21, par. 5 of Regulation (EU) 2017/1129, the Hellenic Capital Market Commission publishes on the website (http://www.hcmc.gr/el_GR/web/portal/elib/delta) all approved prospectuses or at least the list of approved prospectuses, as well as identification of the host Member State or Member States where the prospectuses are communicated in accordance with Article 25 of Regulation (EU) 2017/1129.

In addition, printed copies of this Prospectus will be made available to investors at no extra cost, if requested, at the premises of (i) the Bank, Investor Relations Division, from the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements on the ground floor of Megaro Mela, 93 Eolou Street, Athens 105 51, Greece, as well as at the Bank's branches in Greece; (ii) the Selling Shareholder, 3rd floor, 10 E. Venizelos Ave., 106 71, Athens, Greece; (iii) EUROXX Securities S.A., which is acting as Greek Public Offering Advisor, Greek Public Offering Coordinator and Lead Underwriter for the Public Offering (7 Palaiologou Street, 15232 Chalandri, Athens, Greece); and (iv) National Securities Single Member S.A., which is acting as Greek Public Offering Coordinator and Lead Underwriter for the Public Offering (128-132 Athinon Ave. & Ifigenias Str, 10442, Athens).

Athens, November 13th, 2023

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IMPORTANT DISCLAIMER

Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any Offer Shares except on the basis of the information contained in the Prospectus. NBG is not offering any shares in the offering and will not receive any proceeds from the sale of the Offer Shares, the net proceeds of which will be received by the Selling Shareholder.

This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction in which such offers or sale are unlawful, including the United States, Australia, Canada, Japan, South Africa, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations.

The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under any securities laws of any state or other jurisdiction in the United States, and may not be offered, sold, pledged, taken up, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. There will be no public offer of securities in the United States.

Any offer of Offer Shares in any member state of the European Economic Area (the "EEA") (each a "Member State") (with the exception of Greece) will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when shares are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "Prospectus Regulation") from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in any Member State pursuant to an exemption under the Prospectus Regulation. In any member state of the EEA, other than Greece, that has implemented the Prospectus Regulation (each a "Relevant Member State"), the announcement is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation ("Qualified Investors").

Any offer of the Offer Shares in the United Kingdom will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and are directed only at, "qualified investors" within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Market Act 2000 (Prospectus) Regulation 2019), who are also persons: (i) who have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order"); (ii) who are high net worth bodies corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons").

Any investment or divestment activity to which this announcement relates is available only to investors resident in Greece, Qualified Investors in Relevant Member States and Relevant Persons in the United Kingdom, and will only be engaged with such persons. Persons who are not Qualified Investors (in Relevant Member States) or Relevant Persons (in the United Kingdom) should not act or rely on this announcement or any of its contents.