

**Annual
General Meeting of Shareholders
of National Bank of Greece S.A.**

July 25th, 2024 - Thursday - 11:00 am

Today, Thursday, July 25th, 2024 at 11:00 am, the Annual General Meeting (GM) of Shareholders of National Bank of Greece convened remotely in real-time via teleconference.

In accordance with Article 13 of the Bank's Articles of Association, the Chair of the Board of Directors, Mr. Gikas Hardouvelis, provisionally chairs the GM, and in line with the aforementioned Article of the Articles of Association, appoints as provisional Secretaries of the GM the shareholders Mr. Panos Dasmanoglou and Mr. Nikolaos Giannopoulos and refers to the fulfillment of formalities regarding the convocation of the GM of Shareholders.

The present Annual GM of Shareholders is convened remotely in real-time via teleconference in accordance with L. 4548/2018 "Reform of the legal framework on Sociétés Anonymes" (articles 120 par. 3 and 125 par. 1) and articles 11 and 12 of the Bank's Articles of Association, and following the relevant decision of the Board of Directors dated 28.06.2024 and takes place by open vote in accordance with article 131 par. 2 of L. 4548/2018.

The respective Invitation to the General Meeting of Shareholders was drawn up in accordance with the Law and the Bank's Articles of Association, was timely posted on a prominent position of the Bank's central branch and was published on July 4th, 2024 on its website, in line with the provisions of article 123 par. 5 of L. 4548/2018 and article 11 par. 3 of the Bank's Articles of Association. In line with article 232 of L. 4072/2012, the Bank announced the relevant publication of the Invitation on its website to the General Commercial Registry and the Invitation was also published on General Commercial Registry's website in accordance with article 2 of L. 4250/2014. Finally, all information prescribed by article 123 par. 3 and 4 of L. 4548/2018 for more complete information of shareholders on each item of the daily agenda (among others, the draft resolution for each item of the daily agenda or relevant remark of the Board of Directors), along with the procedures for remote participation at the General Meeting, was timely published and remained posted on the Bank's website.

The Bank's financial statements – Parent Bank and Consolidated - of December 31st, 2023 were approved by the Board of Directors on March 11th, 2024 and published on the Bank's website and will be submitted to the Ministry of Development and Investments, General Secretariat for Commerce and Consumer Protection, following their approval by the present General Meeting in accordance with article 149 of L. 4548/2018.

In accordance with the Law and the Bank's Articles of Association and as mentioned in the Invitation published, status of shareholder of the Bank, in order to participate at the present GM, shall exist on July 20th, 2024 (Record Date), i.e. at the start of the fifth day prior to the present date of the GM.

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ITEM 8: Election of a new Board of Directors and appointment of independent non-executive members.

CHAIR:

In accordance with Article 17 of the Bank's Articles of Association, the Bank is managed by a Board of Directors, consisting of 7 to 15 members; the exact number of members is each time determined by the General Meeting of Shareholders, which also determines the directors that shall be independent. In accordance with Article 18, Directors are elected for a term that shall not exceed three (3) years, which ends at the Annual General Meeting of the year in which such term expires and can be re-elected for an indefinite number of terms, subject to meeting the requirements set by the applicable legal and regulatory framework, as each time in force.

Taking into consideration the fact that the three-year term of the entire current NBG Board of Directors is due to end at the Annual General Meeting of 2024, the Board, following a proposal by the Corporate Governance and Nominations Committee,

- ❖ having considered especially the following: a) the Bank's internal framework (especially Articles of Association, Corporate Governance Code, Charter of the Corporate Governance and Nominations Committee, Policy for the Nomination of candidates to the NBG Board of Directors, Board of Directors Suitability Assessment Policy and Procedure, Diversity Policy); b) the existing applicable legal and regulatory framework and especially the provisions of Laws 4706/2020, 4548/2018, 4261/2014 and 3864/2010, and the Bank of Greece Executive Committee Act No 224/21.12.2023 (adopting the relevant EBA Guidelines 2021/06); c) the European Central Bank Guide to Fit and Proper assessments (December 2021) and the latest (February 2024) ECB expectations relating to bank board expertise on ICT and security risks; d) the existing contractual framework with the HFSF, and in particular the Relationship Framework Agreement (RFA) between the Bank and the HFSF, e) the provisions of Directive (EU) 2022/2381 on improving the gender balance among directors of listed companies and related measures; f) international corporate governance best practices; and also, having considered a variety of additional factors, as the proposed candidates are already serving on the Bank's Board, including:
 - the outcomes from the Board Suitability Assessment/Succession Planning/Target Board Profile exercise, in conjunction with the outcomes from the Board effectiveness evaluation (collective and peer-to-peer), the ESG readiness evaluation, and the CEO performance evaluation, which were conducted with the facilitation of an external independent advisor (Egon Zehnder), highlighting among others that:
 - ✓ the current Board is highly effective and engaged, dedicated, experienced and professional;
 - ✓ the current Board enjoys high levels of independence (over 80% of non-executive Board members are independent) and good level of gender diversity (4 out of 13 members are women, which is above 25% of total Board members as outlined in Article 3 of Law 4706/2020);
 - ✓ Board composition is differentiated, with complementary experiences and skills offering a diversity of views, local and international expertise and functional know-how, and supported by a very high level of trust which allows the Board to be constructive and effective;
 - ✓ there is genuine and unquestionable commitment to doing what is best for the Bank;
 - ✓ the current size and composition of the Board is seen as suitable, both on a collective and on an individual level;
 - the outcomes from the annual review of the fulfilment of the independence criteria for the Independent Board members, prior to the publication of the Annual Financial Results of the Bank and the Group,
 - the directors' independence of mind and challenging capacity based especially on feedback from the discussions taking place at Board and Board Committee level; all directors actively participate in meetings and follow the discussions, ask questions and effectively challenge the management function;

- attendance at Board and Committee meetings which is at a very high level, reflecting directors' dedication and commitment to their role [attendance for the year 2023 is available in the [Corporate Governance Statement of the Annual Financial Report 2023](#), page 177]; and
 - directors' overall contribution to the Board and ability to continue to contribute productively;
 - ❖ the fact that all current Board members have already been previously subject successfully to the fit and proper assessment of the European Central Bank;
 - ❖ lastly, taking into account longstanding best practices for board member re-election, issues such as ethics, accountability, transparency, fairness and compliance have also been considered;
- the Board, following proposal of the Corporate Governance and Nominations Committee, decided to propose to the General Meeting the election of the Board of Directors, comprised of 13 members, out of which 9 independent non-executive members, with a term of 3 years, i.e. until the 2027 Annual General Meeting, as follows:
1. Mr. Gikas Hardouvelis
 2. Mr. Pavlos Mylonas
 3. Ms. Christina Theofilidi
 4. Ms. Aikaterini Beritsi, as independent non-executive member of the Board
 5. Ms. Elena Ana Cernat, as independent non-executive member of the Board
 6. Mr. Avraam Gounaris, as independent non-executive member of the Board
 7. Mr. Matthieu Kiss, as independent non-executive member of the Board
 8. Ms. Anne Marion-Bouchacourt, as independent non-executive member of the Board
 9. Mr. Claude Piret, as independent¹ non-executive member of the Board
 10. Mr. Jayaprakasa (JP) Rangaswami, as independent non-executive member of the Board
 11. Mr. Wietze Reehoorn, as independent non-executive member of the Board
 12. Mr. Athanasios Zarkalis, as independent non-executive member of the Board
 13. Mr. Periklis Drougkas - Hellenic Financial Stability Fund Representative, in accordance with Law 3864/2010, as in force.

All proposed members already serve on the current Board of Directors and have already been successfully subject to the fit and proper assessment of the European Central Bank. All proposed members:

- ✓ fulfil the minimum requirements provided in legal, regulatory and internal framework with regard to qualifying/eligibility criteria for Board membership and directors' incompatibilities (Law 3864/2010/HFSF Law and Relationship Framework Agreement (RFA) between the Bank and the HFSF);
- ✓ meet the minimum suitability (fit and proper) criteria set out in the regulatory framework and the Bank's internal policies, namely:
 - knowledge, skills and experience (both theoretical and practical);
 - reputation, honesty and integrity;
 - independence of mind/no conflicts of interest; proposed members throughout their tenure so far have demonstrated independence of mind to be able to effectively assess, challenge, oversee and monitor management decision making;
 - sufficient time commitment to the exercise of their duties, thereby meeting time commitment requirements in accordance with the provisions of the regulatory framework;
- ✓ have confirmed that there is no legal impediment to their election as per article 3 para 4 of Law 4706/2020, as in force;
- ✓ particularly the members proposed for election as independent non-executive directors meet the independence requirements laid down in the applicable regulatory framework; and
- ✓ complement the Board collective suitability; proposed members throughout their tenure have substantially contributed and are expected to continue doing so to the workings of the Board of Directors, thus each complementing the Board's collective suitability.

¹ Having regard to the provisions of the applicable regulatory framework [especially, Law 4706/2020 (articles 2 para 6 and 9 para 2.ca) and Bank of Greece Executive Committee Act 224/1/21.12.2023, as currently in force], and considering the potential impact on the independence status of the proposed Board member with regard to his tenure on the Board, a succession planning process shall be initiated as may be appropriate.

Additionally, the proposed Board composition:

- a) is in compliance with the criteria provided by the legal and regulatory framework, especially provisions on independent members and diversity, especially considering that:
 - ✓ there is a significantly higher than required number of proposed independent directors, ensuring the desired level of independence on the Board and its Committees (over 80% of the non-executive members and c.70% of the total Board members); and
 - ✓ the desired level of gender diversity is maintained above minimum regulatory standards (i.e. c.31%, which is above the legally required 25% of total Board members, as outlined in Article 3 of Law 4706/2020, while also being in alignment with the regulatory thresholds foreseen in Directive (EU) 2022/2381);
- b) is deemed collectively suitable, as it is deemed to have sufficient and adequately broad range of knowledge, skills, industry experience, independence, competence and diversity of perspectives to enable it to carry out its responsibilities and exercise effective oversight, monitor and constructively challenge proposed decisions and bring new insights, contribute to the effective management of the Bank, and to make objective and balanced decisions in the best long-term interests of the Bank, its shareholders and other stakeholders, considering especially the Bank's business model, geographical footprint and the need to ensure a strong presence of banking experience; and
- c) has the right combination of characteristics and expertise, which includes being able to understand, identify, monitor and mitigate the risks the Bank faces, to ensure the Bank is properly managed.

The individual profiles of the proposed candidate Board members, which include justification for proposing the candidate Board member, detailed curriculum vitae of the candidate Board member, and ascertainment of suitability criteria in accordance with the Bank's Board of Directors Suitability Assessment Policy, as well as ascertainment of the fulfilment of independence criteria (for candidates proposed to be appointed as independent non-executive members) are available for the shareholders on the Bank's website at:

<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>

According to the legal and regulatory framework, as in force, Board members undergo the fit and proper assessment of the Single Supervisory Mechanism (SSM). Any re-assessment, when required, is carried out in accordance with the provisions of Bank of Greece Executive Committee Act No 224/21.12.2023.

At this point the Chair calls the General Meeting of Shareholders to decide regarding Item 8 of the daily agenda.

The Chair reminds that following the above approval of the GM, voting shall take place jointly for all items of the daily agenda, after proposals on the rest items of the agenda are read, through filling in the electronic ballot available on the Internet Platform, which explicitly refers to the number of votes which shareholders represent.

Further, it is noted that shareholders wishing to vote against or abstain from voting and at the same time for their opinion to be recorded to the GM Minutes, shall address, within the day, the GM Secretariat using contact information with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements, available in the Invitation to the GM.

The question is posed to the General Meeting whether it approves the above way of voting.

Shareholders approve the above way of voting in line with the proposal of the Chair.

Proceeding with the next item on the agenda.

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ITEM 9: 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.

CHAIR: The Annual General Meeting of Shareholders of 28.07.2022 had decided that the Audit Committee be a Committee of the Board of Directors, consisting of five (5) non-executive Board members, of which four (4) were independent according to the provisions of Article 9 par. 1 and 2 of Law 4706/2020 and one (1) was the Representative of the HFSF on the Bank's Board, in accordance with Law 3864/2010 and the Relationship Framework Agreement (RFA) between the Bank and the HFSF, with a term of office until the Annual General Meeting of year 2024.

In accordance with article 44 par. 1 case b) of Law 4449/2017, as well as the Audit Committee Charter, the Board of Directors, on the recommendation of the Corporate Governance and Nominations Committee, proposes to the General Meeting the following concerning the type, term of office, number and qualities of the members of the Audit Committee:

- a) The Audit Committee will remain a Committee of the Board of Directors, consisting of non-executive members of the Board of Directors.
- b) The Audit Committee will consist of five (5) non-executive Board members, of which at least four (4) will be independent according to the provisions of the Greek legal framework and particularly Article 9 par. 1 and 2 of Law 4706/2020 and Bank of Greece Executive Committee Act No 224/21.12.2023 on the assessment of suitability for the taking up of a post as a member of the Board of Directors and as a key function holder.
- c) The term of office of the Committee members that will be appointed by the Board of Directors in accordance with Article 44 par. 1 case c) of Law 4449/2017 shall follow their term of office as Board members, i.e. until the Annual General Meeting of year 2027 and shall, in any case, automatically expire if they cease to be members of the NBG Board of Directors. In the event of resignation, death or forfeiture, the Board of Directors will appoint, from among its existing members, a new member in replacement thereof, for the remaining term of office of the member replaced, in accordance, with par. 1 and 2 of Article 82 of L. 4548/2018, which, if applicable, apply mutatis mutandis.
- d) Committee members will be appointed by the Board of Directors in accordance with Article 44 par. 1 case c) of Law 4449/2017 as in force and the Audit Committee Charter and shall satisfy the appropriateness criteria/qualifications set out in Article 44 of Law 4449/2017, as well as in the Audit Committee Charter.
- e) Following the appointment of members of the Committee by the Board of Directors, the Committee will constitute into a body to appoint its Chair and Vice-Chair from among its independent members.

At this point the Chair calls the General Meeting of Shareholders to decide regarding Item 9 of the daily agenda.

The Chair reminds that following the above approval of the GM, voting shall take place jointly for all items of the daily agenda, after proposals on the rest items of the agenda are read, through filling in the electronic ballot available on the Internet Platform, which explicitly refers to the number of votes which shareholders represent.

Further, it is noted that shareholders wishing to vote against or abstain from voting and at the same time for their opinion to be recorded to the GM Minutes, shall address, within the day, the

NATIONAL BANK OF GREECE S.A.

86 Eolou Str., 105 59 Athens, Tel: +30 2103343411

TIN 094014201, KEFODE ATTIKIS TAX OFFICE, GEMI No 237901000 (former MAE No 6062/06/B/86/01)

GM Secretariat using contact information with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements, available in the Invitation to the GM.

The question is posed to the General Meeting whether it approves the above way of voting.

Shareholders approve the above way of voting in line with the proposal of the Chair.

Proceeding with the next item on the agenda.

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Following the announcement of voting results, the Chair of the General Meeting Mr. Gikas Hardouvelis declares the meeting closed at 13:30 pm.

NATIONAL BANK OF GREECE S.A.

***Extract from the original Meeting Minutes of
the Annual General Meeting of Shareholders of 25/7/2024***

Athens, August 1st, 2024

The Secretaries

Panos Dasmanoglou

Nikolaos Giannopoulos