



## NATIONAL BANK OF GREECE

### Results of Voting at the Bank's 2<sup>nd</sup> Repeat General Meeting of Shareholders of 29/4/2013 (under article 32.1 of the Companies Act, and par. 4.1.3.3 of the Athens Exchange Rulebook)

NBG's 2<sup>nd</sup> Repeat General Meeting of Shareholders held on Monday, 29 April 2013 at 13:00 hours in the Melas Building, Athens, was attended, in person or by proxy, by **582** Shareholders representing **424,325,126** common voting shares, i.e. **34.60%** of the Bank's paid-up share capital. Accordingly, the General Meeting had a quorum and was duly convened to deliberate on all the items on the Agenda, as per article 15 of the Bank's Articles of Association, the Companies Act, and law 3723/2008.

**Item 1:** Reduction in the ordinary share capital of the Bank through simultaneous (i) increase in the nominal value of each common registered voting share of the Bank and reduction in the aggregate number of such shares by means of a reverse split, and (ii) reduction in the nominal value of each common voting share of the Bank (as it stands after the reverse split), in order to form an equivalent special reserve, as per article 4.4a of the Companies Act. Amendment of Article 4 of the Bank's Articles of Association. Granting of authorities.

Quorum required: **20%** of total common voting shares.

Quorum actually recorded: **34.60%** of total common voting shares.

The General Meeting approved the reduction in the ordinary share capital of the Bank by EUR 1,189,803,164 through simultaneous (i) increase in the nominal value of each common registered voting share of the Bank and reduction in the aggregate number of such shares by means of a reverse split at a ratio of 10:1, and (ii) reduction in the nominal value of each common voting share of the Bank (as it stands after the reverse split) to EUR 0.30, in order to form an equivalent special reserve, as per article 4.4a of the Companies Act. Furthermore, the General Meeting decided upon amendment to Article 4 of the Bank's Articles of Association and granted authorities accordingly.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
423,039,932	99.697%	124,376	0.029%	1,160,818	0.274%

**Item 2:** Issuance, in implementation of Law 3864/2010 and Council of Ministers Act 38/2012 and pursuant to the provisions thereof, of unsecured, perpetual and subordinated bonds, contingently convertible into common, dematerialized, registered voting shares of the Bank, redeemable by the Bank in a total principal amount of up to EUR 1,900 million (to be determined by the Bank of Greece), to be paid by contribution in kind, offering them through private placement and cancelling the pre-emption rights of the shareholders of the Bank. Granting of authorities to the Board of Directors of the Bank to carry out the actions required to issue and offer the bonds as per the terms for covering the share capital increase as described in agenda item 3.

Quorum required: 20% of total common voting shares.

Quorum actually recorded: 34.60% of total common voting shares.

The General Meeting approved the issuance in implementation of Law 3864/2010 and Council of Ministers' Act 38/2012 and pursuant to the provisions thereof, of unsecured, perpetual and subordinated bonds, contingently convertible into common, dematerialized, registered voting shares of the Bank, redeemable by the Bank in a total principal amount of up to EUR 1,900 million (to be determined by the Bank of Greece), to be paid by contribution in kind, offering them through private placement and cancelling the pre-emption rights of the shareholders of the Bank. Furthermore, the General Meeting granted authorities to the Board of Directors of the Bank to carry out the actions required to issue and offer the bonds as per the terms for covering the share capital increase as described in agenda item 3.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
419,608,067	98.888%	3,556,241	0.838%	1,160,818	0.274%

**Item 3:** Increase in the share capital of the Bank to raise funds of up to EUR 9,756 million by issuing new common registered voting shares, in accordance with Law 3864/2010, through payment in cash and/or contribution in kind with pre-emption rights for the existing shareholders in respect of the part of the increase that may be covered by cash, and cancellation of pre-emption rights in respect of the part of the increase that may be covered by contribution in kind. Cancellation of the pre-emption rights of preference shareholders of the Bank in the said increase. Granting of authorities to the Board of Directors to determine the offer price of the new shares (pursuant to article 13.6 of the Companies Act), and to specify the terms of the said share capital increase. Amendment of Article 4 of the Bank's Articles of Association.

Quorum required: **20%** of total ordinary voting shares.

Quorum actually recorded: **34.60%** of total ordinary voting shares.

The General Meeting approved the increase in the share capital of the Bank so as to raise funds up to EUR 9,756 million by issuing new common registered voting shares, in accordance with Law 3864/2010, through payment in cash and contribution in kind with pre-emption rights for the Bank's existing shareholders in respect of the part of the increase (12%) that may be covered by cash (i.e. EUR 1,171,000,000), and cancellation of pre-emption rights in respect of the part of the increase that may be covered by contribution in kind. In addition, the General Meeting granted authorities to the Board of Directors to determine the offer price of the new shares (pursuant to article 13.6 of the Companies Act), and to specify the terms of the said share capital increase pursuant to Law 3864/2010 and Council of Ministers Act 38/2012. It also decided to amend accordingly Article 4 of the Bank's Articles of Association.

RESULTS OF VOTING					
YES		NO		ABSTAINED	
VOTES	%	VOTES	%	VOTES	%
419,604,992	98.888%	3,536,316	0.833%	1,183,818	0.279%