



NATIONAL BANK OF GREECE S.A.

Resolutions of the 2019 Annual General Assembly of NBG

National Bank of Greece ('NBG') announces that the Annual General Meeting of its Shareholders was held today, 31 July 2019, at 11:00 a.m., at the Hotel Grande Bretagne, 1 Vassileos Georgiou A' Str., Syntagma Square, Athens.

The General Meeting convened with a quorum of:

- in respect of items 2-13 of the Agenda, 62.788% of total common voting shares [with the exception of common shares issued in favor of the HFSF (article 7a par. 2 of Law 3864/2010)];
- in respect of item 1 of the Agenda, 63.337% of total common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)],

and adopted the following resolutions:

- Approved the amendment of a series of Articles of the Bank's Articles of Association, in accordance with Law 4548/2018.
- Approved, following submission of the Board of Directors' and the Auditors' Reports, the Annual Financial Statements of the Bank and the Group for the financial year 2018 (1.1.2018 – 31.12.2018).
- Approved the overall management by the Board of Directors, as per Article 108 of Law 4548/2018, and discharged the Auditors of the National Bank of Greece S.A. from any liability for indemnity with respect to the financial year 2018 (1.1.2018 – 31.12.2018).
- Elected certified auditors "PriceWaterhouseCoopers (PwC)" to undertake the audit of the Annual and Semi-Annual Financial Statements of the Bank and the Financial Statements of the Group for the year 2019, and authorized the Board of Directors to determine their remuneration, following proposal of the Audit Committee.

- Approved the Directors' Remuneration Policy as per Article 117.1 of Law 4548/2018.
- Approved the remuneration of the Board of Directors of the Bank for the financial year 2018 (pursuant to Article 24.2 of Codified Law 2190/1920, as applicable until 31.12.2018, in line with Article 187.7 of Law 4548/2018), determined the remuneration of the Chairman of the Board and the executive and non-executive Board members through to the AGM of 2020, approved, for the financial year 2018, 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 Ethics & Culture Committees, and determined their remuneration as per Article 109 of Law 4548/2018 through to the AGM of 2020.
- Granted permission, pursuant to Article 98.1 of Law 4548/2018 and Article 30.1 of the Bank's Articles of Association, for Board members, General Managers, Assistant General Managers and Managers to participate on the Board of Directors or in the management of NBG Group companies pursuing similar or related business goals.
- Approved the increase of the number of Board members from eleven (11) to thirteen (13) in accordance with Article 18, par. 2 of the Bank's Articles of Association.
- Elected two (2) new Independent Non-Executive Board members, in accordance with Article 18, par. 2 of the Bank's Articles of Association, for the fulfillment of the two (2) new positions in the Board of Directors, as follows:
 - Election of Mr. Gikas Hardouvelis as new Independent Non-Executive member of the Board of Directors
 - Election of Mr. Avraam Gounaris as new Independent Non-Executive member of the Board of Directors
- Elected four (4) new members in the Board of Directors for the replacement of four (4) members who have resigned and appointed independent non-executive members, as follows:
 - Election of Mrs. Aikaterini Beritsi as Member of the Board of Directors in replacement of a resigned member

- Election of Mr. Wietze Reehoorn as Independent Non - Executive member of the Board of Directors in replacement of a resigned member
- Election of Mrs. Elena Ana Cernat as Independent Non - Executive member of the Board of Directors in replacement of a resigned member
- Election of Mrs. Christina Theofilidi as Member of the Board of Directors in replacement of a resigned member
- Elected as regular members of the NBG Board Audit Committee, with a term of office through to the AGM of 2020, Mr. Andrew McIntyre (Chairman of the Audit Committee), Mr. Claude Piret (Vice-Chairman of the Audit Committee), Mrs. Aikaterini Beritsi Mr. Avraam Gounaris and Mr. Periklis Drougkas (HFSF Representative).

Finally, at the General Meeting it was announced to the Shareholders, in accordance with Law 4548/2018 and article 18 par. 3 of the Bank's Articles of Association, that the Board of Directors, at its relevant meeting, elected Mr. Dimitrios Kapotopoulos as executive member of the Board of Directors. The said election took place so as to fill relevant vacancy of executive member position.

It is noted that the election of members of the Board of Directors is subject to constant review and approval by the European Central Bank Single Supervisory Mechanism (SSM).

Athens, July 31st, 2019