



NATIONAL BANK OF GREECE S.A.

Resolutions of the 2020 Annual General Assembly of NBG

National Bank of Greece ('NBG') announces that the Annual General Meeting of its Shareholders was held today, 30 June 2020, at 11:00 a.m., remotely in real-time via teleconference.

The General Meeting convened with a quorum of:

- in respect of item 1 of the Agenda, 63.04% of total common voting shares [including the common shares issued in favor of the HFSF (article 7a par. 3 of Law 3864/2010)],
- in respect of items 2-5 and 7-12 of the Agenda, 62.49% 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 6 of the Agenda, 63.04% 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 the Bank's Articles of Association.
- 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 2019 (1.1.2019 – 31.12.2019).
- 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. with respect to the financial year 2019 (1.1.2019 – 31.12.2019), in accordance with par. 1 case c) of article 117 of Law 4548/2018.
- 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 2020, and authorized the Board of Directors to determine their remuneration, following proposal of the Audit Committee.

- Granted authorization to the Bank's Board of Directors to resolve on a share capital increase, pursuant to Article 24 par. 1 of Law 4548/2018 and/or on the issue of corporate convertible bond loans pursuant to Article 71 of Law 4548/2018, and/or on the issue of profit participation bonds loans pursuant to Article 72 of Law 4548/2018, and/or on the issue of stock Warrants pursuant to Article 56 par. 2 of Law 4548/2018, and Article 5 par. 5 of the Bank's Articles of Association.
- Granted authorization to the Bank's Board of Directors in order to proceed to all actions required for forming special reserve for the repayment of holders of Additional Tier 1 capital (AT1), once relevant legislative framework provides such possibility.
- Approved a program for the purchase of own shares in accordance with Article 49 of Law 4548/2018, as in force, and provided authorizations to the Board of Directors to determine all further details and proceed to further actions, provided that this is allowed by current financial conditions, taking into account the provisions of the Bank's Articles of Association and the recommendations by Greek and European Supervisory Authorities.
- Approved the Directors' and Senior Managers' Remuneration Policy in accordance with Law 4548/2018.
- Approved the remuneration of the Board of Directors of the Bank for the financial year 2019, determined the remuneration of the Chairman of the Board and the executive and non-executive Board members through to the AGM of 2021, approved, for the financial year 2019, 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 2021.
- Casted a positive vote on the fiscal year 2019 Directors' Remuneration Report, in accordance with Article 112 par. 3 of Law 4548/2018.
- Elected as regular members of the NBG Board Audit Committee, with a term of office through to the AGM of 2021, Mr. Andrew McIntyre (Chairman of the Audit

Committee), Mr. Claude Piret (Vice-Chairman of the Audit Committee), Mr. Avraam Gounaris, Mr. Wietze Reehoorn and Mr. Periklis Drougkas (HFSF Representative).

Athens, June 30th, 2020