

**ANNUAL GENERAL MEETING
of 30 May 2025**

**Draft Resolutions/Board Remarks
on the items on the agenda of the General Meeting**

1. Submission for approval of the Annual Financial Report of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024), including the Annual Financial Statements of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024), along with the relevant Board of Directors' Report and Statements as well as the respective auditor's reports.

Required quorum:	1/5 of total common (*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors (the Board) shall propose that the Annual General Meeting (AGM) approves the Bank's and the Group's Annual Financial Report for the financial year 2024 (01.01.2024 - 31.12.2024) including the Bank's and the Group's Annual Financial Statements for the financial year 2024 (01.01.2024 - 31.12.2024), along with the relevant Board of Directors' Report and Statements (including the Sustainability Statement), as well as the respective auditor's reports.

These reports including the Results Presentation can be viewed by the shareholders on the Bank's website at:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2024>

<https://www.nbg.gr/en/group/investor-relations/financial-statements-annual-interim/presentations>



2. Submission of the annual Audit Committee Report on its activities during 2024 pursuant to article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024).

[This item is submitted to the General Meeting in accordance with article 44 par. 1 case i) of Law 4449/2017 as in force and does not require voting or decision taking.]

In accordance with article 44 par. 1 case i) of Law 4449/2017 as in force, the Audit Committee Report on its activities during 2024 which, as per relevant Hellenic Capital Market Commission recommendation, is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024), is submitted to the Annual General Meeting of Shareholders.

The Audit Committee Report is available, as part of the Annual Financial Report of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024), on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2024>.



3. Approval of the overall management by the Board of Directors as per article 108 of Law 4548/2018 and discharge of the Auditors of the Bank, with respect to the financial year 2024 (1.1.2024 – 31.12.2024), in accordance with par. 1 case c) of article 117 of Law 4548/2018.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

It is proposed that the AGM: a) approves the overall management by the Board of Directors as per article 108 of Law 4548/2018 with respect to the financial year 2024 (1.1.2024 – 31.12.2024) and b) decides on the discharge of the Auditors of the Bank from any liability, as per article 117 par. 1 case (c) of Law 4548/2018, with respect to the financial year 2024.

More specifically:

i) the Board of NBG: Mr. Gikas Hardouvelis, Mr. Pavlos Mylonas, Ms Christina Theofilidi, Mr. Avraam Gounaris, Ms Anne Marion Bouchacourt, Mr. Claude Piret, Mr. Wietze Reehoorn, Mr. Matthieu Kiss, Ms Elena Ana Cernat, Ms Aikaterini Beritsi, Mr. Jayprakasa (JP) Rangaswami, Mr. Athanasios Zarkalis, Mr. Periklis Drougkas.

ii) the Certified Auditors of NBG Group: the audit firm “PriceWaterhouseCoopers (PwC)” and the Certified Auditor Mr. Evangelos Venizelos.



4. Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Group, including the Sustainability Report, for the financial year 2025, and determination of their remuneration.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

Following the positive assessment and proposal by the Audit Committee, in accordance with article 28 par.2 of Law 4701/2020, for the audit of the Group and Bank Annual Financial Statements including the audit and the assurance of Sustainability Reporting in accordance with article 154C of Law 4548/2018 for the financial year ending 31 December 2025 and the review of the Semi-annual Financial Statements for the six-month period ending 30 June 2025, the Board of Directors shall propose the appointment by the AGM of PriceWaterhouseCoopers (PwC) as statutory auditor, which is responsible by law to appoint at least one regular and one substitute certified auditor, at its discretion.

Namely, the Board of Directors proposes the re-appointment of PwC, having considered the level of service, professional competence, technical capacity and effectiveness of the auditors of the specific firm, which has been proven throughout the cooperation with the particular firm also in previous years and which has been assessed as competent to assume the audit for the financial year 2025, following a recommendation to this end also by the Audit Committee, which is responsible for the process of selecting statutory auditors, while reviewing and monitoring the independence of statutory auditors in accordance with the applicable legislative and regulatory framework, and ensuring that, among others, the principles of auditor independence are met.

Furthermore, following proposal of the Audit Committee, the Board of Directors shall propose the remuneration of the Independent Auditors, for the statutory audit of the Financial Statements (including the audit and the assurance of Sustainability Reporting) and the Tax Audit of the Bank for the financial year 2025 to amount to €1,843,000 plus VAT and €247,000 plus VAT, respectively.



5. Approval for disposal from the profits of the 2024 year. Approval of resolution of reserves for distribution to shareholders and to eligible personnel of the Bank.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors taking into consideration the applicable legal and regulatory framework and in particular the provisions of Laws 4261/2014 and 4548/2018 proposes to the AGM:

A) The approval of disposal to shareholders from the profits of 2024 of an amount of €170,743,505.69 (including dividends of article 48 of Law 4172/2013 and gains from disposal of Greek, EU, European Economic Area and European Free Trade Association mutual funds with a total amount of €103,161,511.76),

B) The approval of resolution of reserves, with total amount of €259,256,494.31, for distribution to shareholders and to eligible personnel of the Bank.

The relevant reserves are reflected under the General Ledger Account 41.05 with title “Extraordinary reserves” of €258,526,134.87 and General Ledger Account 41.08 with title “Taxed reserves formed under specific law provisions” of €730,359.44 and are free for distribution or capitalization. These reserves are presented under “Reserves and retained earnings” line in the Statement of Financial Position and in “Other reserves” column in the Statement of Changes in Equity.

The amount of resolution of the above reserves is proposed to be distributed as follows:

a) For distribution to the Bank’s shareholders: amount of €234,256,494.31.

Therefore, in combination with (A) above, it is proposed to distribute to shareholders a total amount of €405,000,000 (or €0.44 gross per share).

b) For bonus payment to eligible personnel: up to €25,000,000. Following the approval by the Annual General Meeting of the Bank, the exact amount per beneficiary, will be paid according to the variable remuneration scheme approved by the Board of Directors, the regulations and the procedures of the Bank, under the coordination of the competent Human Resources Unit.

The Variable Remuneration Scheme is aligned with the criteria set out in the regulatory framework, the internal Risk Appetite Framework, and the principles and provisions of NBG’s Group Remuneration Policy. Grounded in the core values of meritocracy, transparency, and sound management, the Scheme aims to recognize the contribution of employees to the achievement of the Bank’s and the Group’s strategic objectives, while reinforcing the alignment between performance and the long-term success of the organization. The activation and disbursement of variable remuneration are subject to the



fulfilment of certain protective conditions. Such conditions are (typically, yet not restrictively) related to the Bank's / Group's profitability, liquidity and capital strength positions.

The total proposed award, amounting to up to €25,000,000, will be distributed to approximately 3,500 employees of the Bank (excluding Executive Management), based on defined eligibility criteria and individual performance evaluation outcomes. The assessment is conducted in accordance with the Bank's formal Performance Evaluation and Development System, designed to reinforce continuous effort and alignment of employees with the strategic direction and priorities of the Bank.

The Scheme also includes malus and clawback clauses, ensuring that variable remuneration may be reduced or recovered in cases where it is subsequently determined that the underlying performance or business conditions did not justify the level of payout, or where it is associated with excessive or unjustified risk-taking.

The above decisions will be implemented by the competent Bank Units.

Furthermore, the General Meeting is asked to authorize the Board of Directors or/and Executive Members of the Board of the Bank in order to be able to arrange, if required, any other detail and to take any other steps that might be needed, for the implementation of this decision.

The distribution of profits to shareholders will be carried out in accordance with the applicable legislative and regulatory framework, obtaining all necessary regulatory approvals, particularly the approval of the European Central Bank (ECB).

The estimated key dates regarding the distribution of profits to shareholders (Ex-Dividend Date: Tuesday, 3 June 2025, Assessment of the Beneficiaries of 2024 Dividend: Wednesday, 4 June 2025, Payment of the Dividend to Beneficiaries: Tuesday, 10 June 2025) are included in the Bank's Financial Calendar, which is published on the Athens Stock Exchange website <https://www.athexgroup.gr/en/market-data/issuers/57/announcements>.



6. Approval of a program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force, and granting of authorization to the Board of Directors.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors proposes to the AGM for approval the buy-back by the Bank of own shares (treasury stock) as per the terms and conditions under article 49 of Law 4548/2018, as amended.

Share buy-backs will be carried out in accordance with the applicable legal and regulatory framework, and in any case within the framework of the directives and recommendations issued by the Greek and European supervisory authorities.

Under the said framework, the proposed maximum acquisition of own shares is of a number of up to 10% of the total outstanding shares, i.e. a maximum of 91,471,515 shares, to be acquired over a period of 24 months as from the day of the AGM, i.e. through to 30/05/2027. Lastly, the price range for the purchase of own shares is suggested to be €1.00 – €20.00 and the total cost of own shares buybacks shall not exceed €194,000,000.

The shares to be acquired will be used for purposes permitted by the applicable legal and regulatory framework and in particular:

A) Program cost of €174,000,000, to enhance the return of the Bank's shares to its shareholders and to enhance the "Earnings per share" and "Dividend per share" ratios.

It is noted that shareholder reward, comprising dividends and share buyback schemes, serves as a pivotal mechanism for the Bank to attract and retain high-caliber, long-term investors. The stabilization of Non-Performing Exposures at low single-digits and the maintenance of strong profitability and Return on Equity surpassing the European average, allow for the continuation of shareholder reward. The Bank intends to proceed with a subsequent cancellation of the above acquired own shares, in accordance with the relevant provisions regarding the time frame for the cancellation of Greek Law 4548/2018.

B) Program cost of up to €20,000,000 for the free distribution of shares of the Bank to executives and/or staff of the Bank and its affiliated companies within the meaning of article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018 (stock awards), within the framework of programs of free distribution of shares, as established from time to time by decision of the General Meeting.

It is proposed that the aforementioned approval of a program for the purchase of own shares in accordance with article 49 of Law 4548/2018 is granted for a period of 24 months as from the day of the AGM, i.e. through to 30/05/2027.

Furthermore, in the context of this proposed action, the AGM is asked to authorize the Board of Directors to arrange, as it sees fit, any other details and in general to take any



other steps required for the implementation of the said share buy-back program, appointing proxies, as selected by the Board, to sign any document and to deal with all the procedural details related to this decision.

The buy-back by the Bank of own shares shall be implemented in compliance with the legal and regulatory framework applying, acquiring all the necessary regulatory approvals and especially ECB's approval in accordance with article 77 of Regulation (EU) No 575/2013 as well as the approval of article 16C of Law 3864/2010, as in force.



7. Amendment of the Bank's Articles of Association.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors shall propose that the AGM approve the adjustment of the Bank's Articles of Association to the provisions of:

- Law 5164/2024 which, among others, incorporated Directive (EU) 2022/2464 of the European Parliament and Council of 14 December 2022 amending Regulation (EU) 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU as regards corporate sustainability reporting,
- Law 5131/2024 on the restructuring of the Hellenic Corporation of Assets and Participations and its subsidiaries and other provisions, of Ministerial Decision No. 195701 EX 2024 on the subject of "Abolition and absorption of the Hellenic Financial Stability Fund by the Hellenic Corporation of Assets and Participations S.A., in accordance with article 188A of Law 4389/2016",
- Law 5113/2024, in the context of which specific provisions of Law 4548/2018 on societies anonymes were updated,

and as a result of the above, the amendment and codification thereof as further described herein below.

The amendment and adjustment of the Articles of Association includes amendments, supplements and/or repealing of provisions in light of provisions introduced by the abovementioned Laws, as well as in the context of additional options provided for in Company Law 4548/2018 or clarifications within the framework of existing legislative provisions of Law 4706/2020 as follows:

AMENDMENT (in track changes)	NEW ARTICLE (incorporating amendments)
Article 9 1. The GM is the sole corporate body vested with authority to decide on: (a) Amendments to the Bank's Articles of Association. Such amendments shall be deemed to include share capital increases (ordinary or extraordinary), or decreases; (b) Election of the members of the Board and the auditors <u>and the persons responsible for assurance of sustainability reporting;</u>	Article 9 1. The GM is the sole corporate body vested with authority to decide on: (a) Amendments to the Bank's Articles of Association. Such amendments shall be deemed to include share capital increases (ordinary or extraordinary), or decreases; (b) Election of the members of the Board and the auditors and the persons responsible for assurance of sustainability reporting;



<p>(c) Determination of the type of audit committee, the term of office, the number and the qualities of its members, in line with article 44 of Law 4449/2017;</p> <p>(d) Approval of the overall management in line with Article 108 of Law 4548/2018 and discharge of the Auditors;</p> <p>(e) Approval of the Bank's annual and any consolidated financial statements;</p> <p>(f) Appropriation of the annual profits;</p> <p>(g) Approval of remuneration or advance payment of remuneration in line with Article 109 of Law 4548/2018;</p> <p>(h) Approval of the remuneration policy under Article 110, which may also apply to senior managers upon relevant resolution of the General meeting approving the policy, and of the remuneration report under Article 112 of Law 4548/2018;</p> <p>(i) Approval of the suitability policy for the members of the Board of Directors, <u>as well as any material change of the above policy</u>, under Article 3 of Law 4706/2020;</p> <p>(j) Merger, split-off, transformation, revival, extension of duration or dissolution of the Bank;</p> <p>(k) Appointment of liquidators; and</p> <p>(l) Any other matter provided for by law.</p> <p>2...</p> <p>3...</p>	<p>(c) Determination of the type of audit committee, the term of office, the number and the qualities of its members, in line with article 44 of Law 4449/2017;</p> <p>(d) Approval of the overall management in line with Article 108 of Law 4548/2018 and discharge of the Auditors;</p> <p>(e) Approval of the Bank's annual and any consolidated financial statements;</p> <p>(f) Appropriation of the annual profits;</p> <p>(g) Approval of remuneration or advance payment of remuneration in line with Article 109 of Law 4548/2018;</p> <p>(h) Approval of the remuneration policy under Article 110, which may also apply to senior managers upon relevant resolution of the General meeting approving the policy, and of the remuneration report under Article 112 of Law 4548/2018;</p> <p>(i) Approval of the suitability policy for the members of the Board of Directors, as well as any material change of the above policy, under Article 3 of Law 4706/2020;</p> <p>(j) Merger, split-off, transformation, revival, extension of duration or dissolution of the Bank;</p> <p>(k) Appointment of liquidators; and</p> <p>(l) Any other matter provided for by law.</p> <p>2...</p> <p>3...</p>
<p style="text-align: center;">Article 12</p> <p>1. Persons entitled to participate in and vote at the GM (initial and repeat), if the company's shares are listed on a regulated market, including the Athens Exchange, whether in person or by legally authorized proxy, are those who have shareholder's status according to the provisions of Article 124 par. 6 <u>and 9</u> of Law 4548/2018.</p> <p>2.</p> <p>3.</p> <p>4.</p> <p>5.</p>	<p style="text-align: center;">Article 12</p> <p>1. Persons entitled to participate in and vote at the GM (initial and repeat), if the company's shares are listed on a regulated market, including the Athens Exchange, whether in person or by legally authorized proxy, are those who have shareholder's status according to the provisions of Article 124 par. 6 and 9 of Law 4548/2018.</p> <p>2.</p> <p>3.</p> <p>4.</p> <p>5.</p>



<p style="text-align: center;">Article 17</p> <p>1. The Bank is managed by the Board of Directors, consisting of 7 to 15 members, and represented in all its affairs as per articles 22-24 below. A representative of the Hellenic Corporation of Assets and Participations Hellenic Financial Stability Fund shall participate in the Bank's Board, pursuant to Laws 3864/2010 and 5131/2024, as in force.</p> <p>2....</p>	<p style="text-align: center;">Article 17</p> <p>1. The Bank is managed by the Board of Directors, consisting of 7 to 15 members, and represented in all its affairs as per articles 22-24 below. A representative of the Hellenic Corporation of Assets and Participations shall participate in the Bank's Board, pursuant to Laws 3864/2010 and 5131/2024, as in force.</p> <p>2....</p>
<p style="text-align: center;">Article 30</p> <p>1...</p> <p>2...</p> <p>3...</p> <p>4...</p> <p>5..</p> <p>6...</p> <p>7...</p> <p>8...</p> <p>9. Under all circumstances, when requesting shareholders exercise their right they are required to produce proof of their shareholder capacity and number of shares, with the exception of the first subparagraph of par. 6. Shareholder status is evidenced by any means provided by law and, in any case, by means of information or certificate or other form of certification the information obtained by the Bank from the central securities depository register, —if—providing—registry services,or, in any other case,—or through the registered intermediaries who are members of the central securities depository as the case may be.</p>	<p style="text-align: center;">Article 30</p> <p>1...</p> <p>2...</p> <p>3...</p> <p>4...</p> <p>5..</p> <p>6...</p> <p>7...</p> <p>8...</p> <p>9. Under all circumstances, when requesting shareholders exercise their right they are required to produce proof of their shareholder capacity and number of shares, with the exception of the first subparagraph of par. 6. Shareholder status is evidenced by any means provided by law and, in any case, by means of information or certificate or other form of certification obtained by the Bank from the central securities depository register, or through the intermediaries as the case may be.</p>
<p style="text-align: center;">Article 32</p> <p>1. The Bank's annual and consolidated financial statements shall be prepared, audited and published pursuant to International Financial Reporting Standards (IFRS), the provisions of law 4308/2014, along with the provisions of law 4336/2015, Law 4403/2016, Law 4449/2017 and</p>	<p style="text-align: center;">Article 32</p> <p>1. The Bank's annual and consolidated financial statements shall be prepared, audited and published pursuant to International Financial Reporting Standards (IFRS), the provisions of law 4308/2014, along with the provisions of law 4336/2015, Law 4403/2016, Law 4449/2017 and</p>



<p>Law 4548/2018, as in force from time to time, as well as pursuant to any other special provision which regards these matters. The Bank's annual and consolidated financial statements shall be audited by at least one certified auditor or auditing firm in accordance with Law 4449/2017, <u>as at each time in force</u>, and the provisions of the legal and regulatory framework regarding auditors and the statutory audit of annual and interim financial statements. <u>The assurance of sustainability reporting is drafted and published in accordance with the applicable legislative framework and the respective requirements of the assurance standards in force.</u></p> <p>2...</p> <p>3. Certified auditors or auditing firm shall be appointed by the AGM held during the year to be audited, in accordance with the relevant legislation. The Board members shall be liable to the Bank for omission of certified auditors' appointment in the event of failure to convene the AGM in a timely manner. Under all circumstances, however, the validity of certified auditors' appointment shall not be affected in the event of appointment thereof by a subsequent GM. <u>The appointment of certified auditors is done in accordance with the each time applicable legal and regulatory framework, including with respect to provisions on auditor rotation. For the purposes of this Article, certified auditors may be reappointed for up to five consecutive financial years, and may be subsequently appointed anew only after the lapse of an interval of two full financial years.</u></p> <p>4. ...</p> <p>5. ...</p>	<p>Law 4548/2018, as in force from time to time, as well as pursuant to any other special provision which regards these matters. The Bank's annual and consolidated financial statements shall be audited by at least one certified auditor or auditing firm in accordance with Law 4449/2017, as at each time in force, and the provisions of the legal and regulatory framework regarding auditors and the statutory audit of annual and interim financial statements. The assurance of sustainability reporting is drafted and published in accordance with the applicable legislative framework and the respective requirements of the assurance standards in force.</p> <p>2...</p> <p>3. Certified auditors or auditing firm shall be appointed by the AGM held during the year to be audited, in accordance with the relevant legislation. The Board members shall be liable to the Bank for omission of certified auditors' appointment in the event of failure to convene the AGM in a timely manner. Under all circumstances, however, the validity of certified auditors' appointment shall not be affected in the event of appointment thereof by a subsequent GM. The appointment of certified auditors is done in accordance with the each time applicable legal and regulatory framework, including with respect to provisions on auditor rotation.</p> <p>4. ...</p> <p>5. ...</p>
<p>Article 34</p> <p>1...</p> <p>2. At the end of each financial year the Board shall prepare the annual financial statements and consolidated financial statements in accordance with the legal framework; The Company's Board</p>	<p>Article 34</p> <p>1...</p> <p>2. At the end of each financial year the Board shall prepare the annual financial statements and consolidated financial statements in accordance with the legal framework; The Company's Board</p>



<p>shall prepare an annual Management Report in accordance with Articles 150 and 151- 154 of the Law 4548/2018, which also includes a Corporate Governance Statement <u>and sustainability report</u>. The Board shall submit to the AGM such annual and consolidated financial statements along with the annual Management Report and the auditors' report, in accordance with the current legal framework.</p> <p>3...</p> <p>4....</p> <p>5...</p> <p>6. The Bank publishes the following in GE.MI.: a. the legally approved by the AGM annual financial statements, b. the management report and c. the opinion of the statutory auditor or audit firm, where required, within 20 days of their approval by the AGM <u>and in any case in accordance with the applicable provisions of the legislative and regulatory framework</u>. When a statutory auditor's or audit firm's opinion is required, in accordance with the provisions of Article 2 par. A subpar. A1, first indent of Law 4336/2015, the annual financial statements and the management report are published in the same form and content as the form and content used by the statutory auditor or audit firm in the preparation of the audit certificate. They are also accompanied by the full text of the audit report. Moreover, the above records are posted on the Bank's website, accessible for a term of two (2) years minimum as of their first publication, and are submitted to the Hellenic Capital Market Commission.</p> <p>7...</p>	<p>shall prepare an annual Management Report in accordance with Articles 150 - 154 of the Law 4548/2018, which also includes a Corporate Governance Statement and sustainability report. The Board shall submit to the AGM such annual and consolidated financial statements along with the annual Management Report and the auditors' report, in accordance with the current legal framework.</p> <p>3...</p> <p>4....</p> <p>5...</p> <p>6. The Bank publishes the following in GE.MI.: a. the legally approved by the AGM annual financial statements, b. the management report and c. the opinion of the statutory auditor or audit firm, where required, within 20 days of their approval by the AGM and in any case in accordance with the applicable provisions of the legislative and regulatory framework. When a statutory auditor's or audit firm's opinion is required, in accordance with the provisions of Article 2 par. A subpar. A1, first indent of Law 4336/2015, the annual financial statements and the management report are published in the same form and content as the form and content used by the statutory auditor or audit firm in the preparation of the audit certificate. They are also accompanied by the full text of the audit report. Moreover, the above records are posted on the Bank's website, accessible for a term of two (2) years minimum as of their first publication, and are submitted to the Hellenic Capital Market Commission.</p> <p>7...</p>
<p style="text-align: center;">Article 35</p> <p>1.</p> <p>2. Subject to the provisions set out in Article 159 of Law 4548/2018, and Article 149A par. 1 of L. 4261/2014, as in force, the Bank's net profits shall be appropriated, under a General Meeting resolution, in the following order: (a) deduction of the amounts of credit items in the income statement, not constituting realized profit; (b) deduction of the percentage specified by law to apply towards an ordinary reserve, i.e. a minimum of one twentieth (1/20) of net profit; such</p>	<p style="text-align: center;">Article 35</p> <p>1.</p> <p>2. Subject to the provisions set out in Article 159 of Law 4548/2018, and Article 149A par. 1 of L. 4261/2014, as in force, the Bank's net profits shall be appropriated, under a General Meeting resolution, in the following order: (a) deduction of the amounts of credit items in the income statement, not constituting realized profit; (b) deduction of the percentage specified by law to apply towards an ordinary reserve, i.e. a minimum of one twentieth (1/20) of net profit; such</p>



deduction ceases to be mandatory when the statutory reserve reaches an amount at least equal to one third (1/3) of the share capital; (c) deduction of a portion of the funds, to be determined by the AGM, to apply to the formation of extraordinary reserves; lastly, a further portion of the funds shall be retained to apply to Board remuneration. The remaining balance may be either distributed to the shareholders as dividend or carried forward. In accordance with Article 109 of Law 4548/2018, by decision of the General Meeting, remuneration consisting of participation to the profits of the financial year may be granted to the members of the Board of Directors. In accordance with Article 149A par. 1 of L. 4261/2014, by way of derogation from case c of par. 2 of Article 160, as well as from par. 2 of Article 161 of L. 4548/2018, the Bank is not subject to obligation for minimum dividend distribution.

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deduction ceases to be mandatory when the statutory reserve reaches an amount at least equal to one third (1/3) of the share capital; (c) deduction of a portion of the funds, to be determined by the AGM, to apply to the formation of extraordinary reserves; lastly, a further portion of the funds shall be retained to apply to Board remuneration. The remaining balance may be either distributed to the shareholders as dividend or carried forward. In accordance with Article 109 of Law 4548/2018, by decision of the General Meeting, remuneration consisting of participation to the profits of the financial year may be granted to the members of the Board of Directors. In accordance with Article 149A par. 1 of L. 4261/2014, by way of derogation from case c of par. 2 of Article 160, as well as from par. 2 of Article 161 of L. 4548/2018, the Bank is not subject to obligation for minimum dividend distribution.

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8. Submission for discussion and advisory vote on the fiscal year 2024 Directors' Remuneration Report, in accordance with article 112 of Law 4548/2018.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors, based on a proposal by the Corporate Governance and Nominations Committee and the Human Resources and Remuneration Committee, and in accordance with the provisions of article 112 of Law 4548/2018, submits to the General Meeting of Shareholders the fiscal year 2024 Directors' Remuneration Report, for discussion and advisory vote. In particular, in accordance with article 11 of Law 4706/2020 and letter no. 683/26.3.2025 of the Hellenic Capital Market Commission, and in compliance with articles 109 to 112 of Law 4548/2018, it is noted that the Corporate Governance and Nominations Committee and the Human Resources and Remuneration Committee reviewed the information included in the final draft of the aforementioned Report and expressed a positive opinion to the Board of Directors regarding the said Report, proposing its submission for discussion and the provision of an advisory vote thereon by the General Meeting of Shareholders.

Information on the total remuneration paid to Members of the Board of Directors for the year 2024 and respective explanations are included in the Report, in accordance with article 112 of Law 4548/2018.

The Directors' Remuneration Report, including the opinion of the Corporate Governance and Nominations Committee and the Human Resources and Remuneration Committee is available on the Bank's website at: <https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.

The Report shall remain available on the Bank's website for a time period of ten (10) years, in accordance with Law 4548/2018.

Pursuant to article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory.



9. Approvals according to article 86 of Law 4261/2014.

Required quorum:	1/2 of total common(*) voting shares
Required majority:	66% of the total voting rights (present or represented by proxy) ¹

In case the above required quorum is not achieved, the General Meeting decides by a majority of 75% of the votes represented (in person or by proxy).

In accordance with article 86 of Law 4261/2014 and the Bank of Greece Executive Committee Act No 231/15.07.2024 and upon recommendation of the Human Resources and Remuneration Committee and the Corporate Governance and Nominations Committee, the Board of Directors proposes the approval of an increase in the maximum ratio of 100% between the fixed and variable components of total remuneration for selected executives of the Bank and the Group.

This proposal is driven by the Bank's sustained transformation and strong financial performance in recent years. The Bank has consistently delivered on its strategic priorities, demonstrating robust profitability, capital adequacy, and operational resilience-achievements that reflect the exceptional commitment and leadership of the executive team.

As the Group enters a new phase of growth, retaining and attracting top-tier talent is critical to maintaining strategic momentum and delivering long-term shareholder value. The current regulatory cap of 100% variable-to-fixed remuneration could hinder the Bank's competitiveness, particularly against Greek and EU banking peers, many of whom have already adopted ratios of up to the legally permitted maximum of 200%.

In light of the above, it is recommended that a maximum ratio of up to 150% apply to a select group of senior executives whose roles are pivotal to achieving the Bank's strategic objectives and ensuring resilience in a complex and rapidly evolving business environment and in particular for the following positions, under the current governance structure of the Bank and the total number of executives currently per position:

- CEO position
- Executive Board Member position (currently 1 Executive Board Member additionally to the CEO)
- Executive Committee Members (currently 8 executives participating in the Executive Committee)
- General Managers (currently 6 executives having the position of General Manager, aside of the General Managers also being Executive Committee Members which are stated above)
- Assistant General Managers (currently 22 executives having the position of Assistant General Manager)

¹ Persons directly concerned by the higher maximum levels of variable remuneration referred to in this item shall not, where applicable, be allowed to exercise, directly or indirectly, any voting rights they may have as shareholders of the Bank.



- Subsidiary CEO and Senior Executive positions (currently 7 CEOs and approximately 8 senior executives)

The increased ratio will provide flexibility to differentiate and incentivize these executives appropriately based on performance and responsibilities, ensuring remuneration aligns with both individual contribution and Group-wide results. Moreover, as a general principle, the ability to reward performance through variable remuneration enhances flexibility in managing the Bank's cost base, reduces pressure to increase fixed pay, and enables a more agile response to evolving market conditions.

Importantly, this proposal does not imply automatic entitlement to higher variable pay for all eligible executives. Indicatively, for the 2024 performance year, the total number of executives that shall be awarded variable remuneration exceeding the 100% ratio is 12, with specific allocations as follows:

- the CEO position at a ratio of 129%,
- the Executive Board Member position at a ratio of 125%,
- 3 Executive Committee Members at a ratio of 150%,
- 2 Executive Committee Members at a ratio of 125%,
- 2 General Managers at a ratio of 120% and
- 3 Assistant General Managers at a ratio of 120%.

Proposals on variable-to-fixed ratios are made following rigorous performance evaluations, contingent upon a positive assessment in line with the Bank's performance appraisal framework. This framework is overseen by the Board of Directors, with support from the Human Resources and Remuneration Committee and the Corporate Governance and Nominations Committee as applicable.

The CEO's variable remuneration is explicitly linked to the achievement of clearly defined financial and strategic objectives, as well as qualitative leadership and compliance criteria. Through this robust framework, the Board objectively assesses the CEO's performance, ensuring that the annual variable remuneration outcomes accurately reflect both the level of achievement against measurable annual targets and the broader effectiveness of executive leadership, in alignment with long-term strategic goals, sustainable value creation, and prudent risk management. The structured evaluation framework described below underpins this performance-driven approach, guiding remuneration decisions transparently and consistently.

All executives' performance and variable remuneration is, respectively, also explicitly linked to the achievement of clearly defined financial and strategic (including Transformation Program) objectives, as well as the assessment of specific leadership competencies, in line with the Bank's comprehensive Performance Management System (PMS). All objectives are set each year, in tandem with the evaluation of previous year's performance.



Financial and strategic objectives are assigned specific weights (in line with their strategic importance) and are expressed either as specific Key Performance Indicator (KPI) targets, or as specific, objective and verifiable progress milestones (e.g., a specific origination workflow system put in production).

Moreover, it is noted that approval of any variable remuneration is strictly regulated and, in any case, aligned with the long-term interests of the Group and shareholders and awarded in accordance with the Group Remuneration Policy and NBG Directors' & Senior Managers' Remuneration Policy and will remain subject to:

- Deferral mechanisms and vesting schedules aligned with long-term performance (5-year deferral period currently applying), while retention periods are foreseen for instruments awarded as part of the Bank's remuneration framework (12month retention period currently applying for shares awarded).
- Performance assessment on Group, area, and individual levels.
- Comprehensive risk alignment, including malus and clawback provisions.
- Conditions related to capital and liquidity thresholds, profitability, and sustainability metrics.

These mechanisms ensure that remuneration outcomes are directly linked to prudent risk-taking, sustainable value creation, and the interests of shareholders.

It is noted that the executives for whom the increased ratio applies are participants in the Bank's stock award program, under which a significant portion of variable remuneration — specifically, 60% — is subject to deferral over a five-year period. The actual vesting and disbursement of such awards are conditional upon the achievement of performance targets, primarily linked to the Bank's Earnings Per Share (EPS) as outlined in the Business Plan, as this has been approved by the Board of Directors.

These targets are subject to additional qualifying conditions related to economic forecasts vis-a-vis the Bank's operating model, ensuring that payouts are aligned with sustainable performance under foreseeable market conditions. Where EPS results fall substantially short of targets while macroeconomic conditions do not deviate significantly from forecasts, vesting may be reduced or cancelled altogether.

Relevant information on remuneration principles, governance arrangements and performance assessment framework may be found within the Bank's Remuneration Report submitted to the General Meeting in accordance with article 112 of Law 4548/2018.

The Bank has assessed and confirmed that based on current projections and data, even in a scenario where the maximum variable remuneration was awarded to all eligible executives under this framework, the Group would continue to maintain a solid capital base well above minimum regulatory requirements.

The Group's variable remuneration model is grounded in a principle of prudence, linking any payout to the achievement of profitability and capital thresholds. The deferred nature



of variable remuneration, especially in the form of equity instruments, further aligns rewards with long-term results and therefore enhances the Group's capital strength over time.

The Board respectfully submits that, if approved, the revised maximum ratios between fixed and variable remuneration will take effect starting with the 2024 performance year (awarded in 2025). This ensures alignment between performance delivery and recognition in a manner that is both forward-looking and consistent with evolving market practices and regulatory expectations. The proposal is fully compliant with the applicable legal and regulatory framework and is intended to form part of a solid and competitive remuneration policy that supports the Bank's long-term objectives. In any case, the Bank shall award variable remuneration taking into consideration individual provisions of the legal and regulatory framework, as each time applying, including in terms of the portion of cash or instruments that may form part of variable remuneration each time. Additionally, in alignment with the regulatory framework provisions, as the framework of variable to fixed remuneration exceeding 100% is subject to approval by the General Meeting, in the event this is not granted, beneficiaries are entitled to variable remuneration up to 100%.

Further to and in line with the above proposal for the increase in the maximum ratio of 100% between the fixed and variable components of total remuneration for selected executives of the Bank and the Group, it is proposed that the General Meeting authorise the Board of Directors to determine the exact amount of variable remuneration on a case-by-case basis for executives holding any of the aforementioned positions at the Bank in line with applicable organizational structure, within the aforementioned framework. This will be based on performance assessments and in full compliance with the applicable Remuneration Policy, as well as the relevant legal and regulatory framework. Furthermore, the General Meeting is requested to approve that the Bank may exercise its voting rights as a shareholder in the General Meetings of Group subsidiaries in order to apply a higher variable to fixed ratio, following similar principles to those applicable to the Bank.



10. Approval of the remuneration of the Board of Directors of the Bank for the financial year 2024 and determination of the remuneration of the Chairman of the Board and executive and non-executive members as per article 109 of Law 4548/2018 through to the AGM of 2026.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors (BoD), based on a proposal by the Corporate Governance and Nominations Committee, taking into consideration: a) the applicable legal and regulatory framework and in particular: the provisions of the legal and regulatory framework on remuneration according to Law 4261/2014, Law 4548/2018 and Law 3864/2010, as in force, and the Bank of Greece Executive Committee Act No 231/1/15.07.2024, and b) the provisions of NBG Directors' and Senior Managers' Remuneration Policy, proposes for approval by the Annual General Meeting (AGM), the fixed remuneration¹ paid during 2024, to the Chair of the Board and the executive and Non-Executive Members of the Board, for the financial year 2024, totaling **€1,725,235.26**², in accordance with Article 27 of the Bank's Articles of Association, as per the amounts mentioned below.

NON-EXECUTIVE BOARD MEMBERS REMUNERATION					
Name and Surname	Capacity	Gross BoD and BoD Committee Remuneration (in Euros)	Net BoD and BoD Committee Remuneration (in Euros)	Gross Remuneration for Dependent Employment (in Euros)	Remuneration for Dependent Employment excluding Insurance and Tax Contributions ³ (in Euros)
Gikas Hardouvelis	Chair	-	-	330,000.00	178,115.50
Aikaterini Beritsi	Independent Non-Executive Member	152,550.00	80,687.35	-	-
Jayaprakasa (JP) Rangaswami	Independent Non-Executive Member	152,550.00	85,642.34	-	-

¹ Amounts related to the fringe benefits and to the Bank's pension scheme by which Executive Board Members are covered, are not included.

² Total net annual amount following any withholding for insurance fund and income tax requirements.

³ Insurance contributions, tax, stamp duty are not included.



Claude Piret	Independent Non-Executive Member	171,099.96	101,862.78	-	-
Avraam Gounaris	Independent Non-Executive Member / Senior Independent Director	152,550.00	85,642.34	-	-
Wietze Reehoorn	Independent Non-Executive Member	171,099.96	95,807.72	-	-
Elena Ana Cernat	Independent Non-Executive Member	137,499.96	77,394.92	-	-
Anne Marion - Bouchacourt	Independent Non-Executive Member	171,099.96	101,862.78	-	-
Matthieu Kiss	Independent Non-Executive Member	171,099.96	95,807.72	-	-
Athanasios Zarkalis	Independent Non-Executive Member	137,499.96	77,394.92	-	-
Periklis Drougkas	Non-Executive Member / Representative of the Hellenic Corporation of Assets and Participations (HCAP)	161,000.04	85,317.97	-	-
TOTAL		1,578,049.80	887,420.84	330,000.00	178,115.50

Concerning the Executive Board Members, it is noted that they do not receive any remuneration in their capacity as BoD or BoD Committee Members, their remuneration is based on dependent employment contracts, while in accordance with the provisions of the NBG Directors' & Senior Managers' Remuneration Policy, Executive Members of the Board participate in the Stock Awards Program established by the Bank following the respective approval of the AGM held on 28 July 2023 and in the pension plan which the Bank has in place. Specifically for 2024 the gross annual salary for the Executive Board Members is €720,000 (€402,709.24 net of insurance contributions, tax, stamp duty) for



the CEO and €470,000 (€256,989.68 net of insurance contributions, tax, stamp duty) for the Executive Board Member-General Manager of Retail Banking.

Detailed information on Board Member's remuneration for 2024 is included in the NBG Directors' Remuneration Report for the year 2024, which is available on the Bank's website: <https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.

In the context of the authorization granted by the 2024 AGM to the BoD to continue to examine on an ongoing basis the level of Board Members' remuneration taking into consideration the conditions of competition in the European and domestic banking sector as well as the work provided by the Board Members, the BoD, following a proposal by the competent Board Committees and subject to the present AGM approval, resolved upon: (i) the adjustment of the annual gross remuneration of the CEO and the Executive Board Member - General Manager of Retail Banking, as per the amounts mentioned above, and (ii) a flat/equal percentage increase of 15% of all Non-Executive Board Members' annual gross remuneration compared to the annual gross remuneration determined by the AGM of 2024 per respective role, as per the amounts included in the table below.

Within this context the BoD, pursuant to article 109 of Law 4548/2018 as in force, as well as in accordance with Article 27 of the Bank's Articles of Association, proposes to the present AGM, and through to the AGM of 2026, the approval of the following gross annual remuneration as per the amounts mentioned above for the Executive Board Members and the table below for the Non-Executive Board Members:

PROPOSED GROSS ANNUAL REMUNERATION OF NON-EXECUTIVE BOARD MEMBERS (in EUR)	
Board Chair	379,500
Senior Independent Director	175,433
Board Member	158,125
Committee Chair (Regulated Committees)	196,765
Committee Chair (Non-Regulated Committees)	175,433
HCAP Representative	185,150

It is noted that for the formulation of the proposed remuneration the following have been taken into account:

(a) The outcome of the benchmarking exercise on Board Members' remuneration conducted and the respective fairness opinion provided by RSM Greece S.A. (member of RSM International), a reputable independent audit, assurance and consulting firm. The benchmarking exercise compared remuneration practices against a carefully selected group of other comparable (in terms of employee number, capitalization, turnover and total assets) Greek and European banks, as well as other comparable listed companies in the Athens Stock Exchange, which showed that the proposed gross annual remuneration is within the range of the comparative sample. In particular the benchmarking exercise, examined:



- i. a total of 26 comparable European and Greek banks (BAWAG P.S.K. (Austria), Oberbank AG (Austria), Bank of Cyprus (Cyprus), Jyske Bank A/S (Denmark), Sydbank A/S (Denmark), Alpha Bank (Greece), Eurobank (Greece), Piraeus Bank (Greece), Banca Mediolanum S.p.A. (Italy), Banco Popolare di Sondrio (Italy), BPER Banca (Italy), Cassa Centrale Banca - Credito Cooperativo Italiano S.p.A (Italy), Credito Emiliano SpA (Italy), Fineco Bank (Italy), Mediobanca (Italy), De Volksbank (Netherlands), SpareBank 1 SMN (Norway), SpareBank 1 Sør-Norge (Norway), Caixa Geral de Depósitos (Portugal), Novo Banco (Portugal), S.A. Banco Comercial Português (Portugal), ABANCA Corporación Bancaria S.A. (Spain), Banco de Crédito Social Cooperativo (Spain), Bankinter (Spain), Kutxabank (Spain), and Unicaja Banco (Spain)), and
- ii. a total of 16 listed companies in Athens Stock Exchange (Aegean Airlines S.A., Coca-Cola Hellenic, GEK Terna S.A., HELLENiQ ENERGY Holdings S.A., Jumbo S.A., Lamda Development S.A., Metlen Energy and Metals S.A., Motor Oil S.A., OPAP S.A., OTE S.A., Prodea Investments, Quest Holdings, Sarantis S.A., Terna Energy S.A., Titan S.A., and Viohalco S.A.)

As mentioned above, a fairness opinion on the reasonableness and fairness of the proposed gross annual remuneration of the BoD Members has been provided to the Bank by RSM Greece S.A., noting that the proposed gross annual remuneration is fair and reasonable.

(b) The fact that Directors' remuneration should reflect the Directors' individual skills, expertise, duties, dedication and time commitment inherent to the role that they undertake and the responsibilities of each directorship position, and should ensure that Directors' remuneration remains competitive compared to the banking sector in Greece and the EU, as well as peer companies, in order for the Bank to be able to attract and retain, through competitive remuneration, highly qualified and international experienced Directors.

(c) The considerable increase in the accountability, liability and demand for oversight on behalf of Board Members resulting from the complexity of issues supervised by the Board of Directors, considering among others developments in the applicable regulatory framework and particular areas overseen by the Board (e.g. appointment of Board Member responsible for AML/CFT framework, supervisory requirements concerning expertise on Information and Communication Technology (ICT) and security risks, as well as Digital Operational Resilience Act (DORA), Corporate Sustainability Reporting Directive (CSRD), Risk Data Aggregation and Risk Reporting (RDARR)).

(d) The substantial impact of the strategic oversight and decision making of the Board Members, which are crucial for the Bank's long-term success and the Bank's consistently strong financial and operating performance during the last years in a rapidly changing and challenging environment, enhancing long-term shareholder value creation.

(e) The increased workload of Directors (indicatively 119 Board and Board Committee meetings held during 2024). It is noted, among others, that in the context of further strengthening the BoD's role in formulating NBG's strategy and in anticipating market conditions to seize opportunities, a dedicated strategy project facilitated by an external



consultant was launched in 2024, in the context of which, throughout 2024, the BoD hosted extensive monthly sessions (daily/deep dive sessions) with a view to discussing at Board level on the Bank's strategic direction.

(f) The level of inflation throughout the last years, taking into account fluctuations in inflation rates in the last years.

(g) The outcomes of Board effectiveness evaluation (collective and peer-to-peer), including ESG readiness evaluation, and the CEO performance evaluation, which have been conducted with the facilitation of an external independent advisor (Egon Zehnder), noting among others that the current Board of Directors is a highly effective and engaged Board, highly dedicated, experienced and professional, and with differentiated and complementary experiences, skills and views.

(h) The fact that for over a decade restrictions were in force on Directors' remuneration. Namely, according to Law 3864/2010, a salary cap up to the remuneration received by the Governor of the Bank of Greece and a bonus ban for as long as the ratio of non-performing loans to total loans exceeded ten percent (10%), or for the financial years referring up to 2022 were imposed, creating thus a respective difference in terms of remuneration provisions between Greek and EU banks as well as with other comparable Greek listed companies.

Moreover, it is noted that, as regards:

(a) Non-Executive Members of the Board, the fact that they do not receive any additional variable remuneration (bonus) and do not participate in the Stock Awards Program established by the Bank and currently in force, has been taken into consideration.

(b) The Executive Members of the Board, the following have been additionally taken into consideration:

(i) The outcome of an additional benchmarking exercise on executive remuneration conducted by a second independent advisory firm (Mercer) which showed that the proposed remuneration of the CEO is close (but lower than) the median relative to the selected peer group of European and Greek financial institutions and in alignment with the median remuneration level observed among comparable Greek listed companies and the proposed remuneration of the Executive Board Member-General Manager of Retail is close to the median level identified within the aforementioned peer group of European and Greek banks.

(ii) The fact that the CEO has demonstrated excellent performance, as reflected within his latest performance evaluation executed with the assistance of an external independent advisor (Egon Zehnder). With regard to CEO performance evaluation, it is noted that the Bank has in place an extensive framework for the evaluation of the CEO, developed in collaboration with external consultants, which for 2024 consisted of three parts and included detailed targets (financial and non-financial) as well as qualitative assessment of a number of factors, in line with best practice. Indicatively, areas covered and metrics used as part of the CEO Evaluation Framework for 2024 included Compliance, Leadership and Interpersonal Skills (e.g. vision, HR leadership, innovation, communication),



Sustainable Performance, Responsible Growth, Metrics relevant to the Balance Sheet/Financial Results (eg PPI, RoE, CET ratios), Commercial Model, Operating Model, People and Culture related targets. Moreover, as per the Bank's Performance Management Framework, targets (qualitative and quantitative per case) are included among others for all Senior Management, including the Executive Board Member-General Manager of Retail, following an approach similar to the CEO Evaluation and while ensuring that related targets are duly cascaded within the organization.

- (iii) The fact that as per the latest Performance Evaluation exercise performed for the Executive Board Member-General Manager of Retail Banking, the General Manager's performance assessment demonstrated above-target achievements in almost all the dimensions outlined in her scorecard. It is noted that alongside tangible gains, other areas highlighted in the above Performance Evaluation, included her dedication to talent development and cultivating an inclusive, collaborative work environment and her performance on leadership competencies, underscoring her role in fostering a high-performing, customer-centric culture.
- (iv) The fact that Executive Members of the Board do not receive any additional remuneration in their capacity as BoD Members.

The above proposed gross annual remuneration is based on equal pay for male and female directors for equal work or work of equal value, in alignment with the provisions of Directive (EU) 2019/878, as transposed by means of Law 4799/2021, and within the framework of the NBG Directors' & Senior Managers' Remuneration Policy and in alignment to the applicable legal and regulatory framework and market conditions on Board remuneration.

More detailed information on the proposed Board Members' remuneration is included in the NBG Directors' Remuneration Report for the year 2024, which is available on the Bank's website: <https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.

The approval of the above remuneration applies up to the Annual General Meeting of Shareholders of year 2026 and of course on condition that in any case the conditions laid down in Art. 10 Par. 3 of Law 3864/2010, as each time in force, are met. Relevant contracts of the Chair of the Board, the CEO and the Executive Board Member shall be amended accordingly as may be required. The terms of the contracts of Executive Board Members and of the Chair of the Board are determined by the NBG Directors' and Senior Managers' Remuneration Policy, as approved by the Board of Directors and by the General Meeting of Shareholders.

Moreover, in accordance with the NBG Directors' & Senior Managers' Remuneration Policy and in view of the volatile and highly competitive conditions in the European and domestic banking sector, the Board of Directors, is authorised to continue to examine on an ongoing basis the level of remuneration of the Members of the Board of Directors taking into consideration the conditions of competition in the European and domestic banking



sector as well as the work provided by the Members of the Board of Directors and it could adjust such remuneration, in compliance with the provisions of the each time applicable legal and regulatory framework, including Law 3864/2010, as each time in force and subject to approval by the next Annual General Meeting of Shareholders.



11. Submission of the Independent Non-Executive Directors' Report pursuant to article 9 par. 5 of Law 4706/2020.

[This item is submitted to the General Meeting in accordance with article 9 par. 5 of Law 4706/2020 as in force and does not require voting or decision taking].

In accordance with article 9 par. 5 of Law 4706/2020, the Independent Non-Executive Directors Report is submitted to the General Meeting of Shareholders.

The Report is available on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.



ANNEX 1

HOW SHAREHOLDERS CAN EXERCISE THEIR SHAREHOLDER RIGHTS

Shareholders having the right to participate and vote in the Annual General Meeting dated May 30th, 2025, as well as in the Repeat General Meeting dated June 6th 2025 are those registered in the electronic registry of the Dematerialized Securities System (“DSS”) of the company “Hellenic Central Securities Depository” (“HCSD”) or those identified as such through registered intermediaries or other intermediaries, in line with the legislative provisions (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212, as in force) as well as the Rulebook of the Hellenic Central Securities Depository, as in force, available at its website <https://www.athexgroup.gr/en/about/regulatory/athexcscd>, at the start of the fifth day prior to the date of the Annual General Meeting, i.e. on May 25th, 2025 (Record Date). Each common share is entitled to one vote.

The Hellenic Corporation of Assets and Participations participates in the General Meeting as per Law 3864/2010 and Law 5131/2024, as applicable and in force.

Status of shareholder on the Record Date is verified by any means provided by law and, in any case, by means of information or certificate or other form of certification obtained by the Bank electronically from the HCSD register through the Bank’s online connection to the DSS or through the intermediaries in line with the above provisions. A shareholder may participate in the Annual General Meeting through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason justifying this refusal in accordance with the applicable provisions (article 19 par.1 of Law 4569/2018, article 124 of Law 4548/2018).

To exercise the rights to participate and vote, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the General Meeting (AGM or Repeat AGM).

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e., that do not submit in writing or by electronic means the appointment of proxies or representatives to the Bank at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE

In order for shareholders to participate and vote at the Annual General Meeting on 30 May 2025 or at the Repeat Meeting thereof which will take place remotely, in real-time by teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote



General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.

The internet platform is provided by the company "Hellenic Central Securities Depository S.A.", while for the teleconference the Zoom Meetings service is provided by Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account on the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System and provided to the Bank by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", available at the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>), shareholders must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary that provides them with custody services for the shares of the Bank, as the case may be, in order to notify or to update their valid email address and mobile telephone number for identification.

Apart from the above document "Terms and Conditions for the remote General Meeting of Shareholders", available at the Bank's website, further instructions to participate at the General Meeting by teleconference will be sent via email to shareholders completing the above procedure and being eligible to participate at the Annual General Meeting or the Repeat Meeting thereof.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at GIANNOPOULOS.NIK@NBG.GR or by calling +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 a.m. – 17.00).

Furthermore, starting with the publication of the present Invitation and until the end of the General Meeting, information and support will be provided to shareholders and their representatives regarding the proceedings of the General Meeting through the platform AXIA e-SM (e.g. connection, voting, etc.), at + 30 2103366426 or by email at AXIAeShareholdersMeeting@athexgroup.gr.



Shareholders that will participate at the Annual General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the Annual General Meeting, in order to participate in the proceedings, shareholders must log in on time through the internet platform (<https://axia.athexgroup.gr/en/home>), at least fifteen minutes (15') before the start time of the Annual General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the Annual General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders who are successfully connected to the internet platform will be able to participate in the Annual General Meeting in real-time by teleconference through a link that will be sent to them via email.

By activating the Zoom application through the link at the beginning of the Annual General Meeting, the Shareholders will have the ability to:

- a) follow the proceedings of the AGM by using electronic or audio-visual means,
 - b) be given the floor and address the General Meeting orally during the AGM,
- and, at the same time, through the internet platform they will have the ability to:
- c) vote in real time during the AGM on the items of the Agenda,
 - d) receive information on the recording of their vote.

PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING (MAIL VOTE)

I. In addition, shareholders have the option to participate remotely, **in person or by proxy**, at the vote on the items of the General Meeting that will take place **before the General Meeting**.

Specifically, shareholders that wish to participate in and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:

- a) Either exercise the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described above, during the time period **from Monday 26.05.2025 at 11.00 am until twenty-four (24) hours before the date of the General Meeting (i.e., until 11.00 am on 29.05.2025 at the latest)**.
- b) Or fill in and send to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document" with the signature certified (by the Greek Citizens' Service Centre, the Greek Police or Greek consulate authorities regarding residents of other countries or through the issuance of a digitally certified document by gov.gr or by any NBG branch), at: ground floor, 93 Eolou St., 10551 Athens,



Greece or by fax to +30 2103343410 and +30 2103343095, or file this with any branch of the Bank's Branch network, while the above digitally certified document or digitally signed by using an appropriate electronic (qualified) signature may also be sent via e-mail to GIANNOPOULOS.NIK@NBG.GR, **at least twenty-four (24) hours before the date of the General Meeting (i.e. by 11.00 am on 29.05.2025 at the latest).**

The "Mail vote document" is available to shareholders in hard copy through the Bank's branch network, and in electronic form on the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>).

c) Or participate based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Bank **by 11.00 am on 29.05.2025 at the latest.**

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the Annual General Meeting which will take place before the General Meeting, **can appoint up to one (1) proxy**; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.05.2025 at the latest), as specifically described below in point II. of the below-mentioned Participation Process and Vote by Proxy.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place **before the General Meeting.**

III. If the quorum, as required by Law and the Bank's Articles of Association in order to decide on all or part of the Agenda items, is not achieved during the meeting of 30 May 2025, at the Repeat General Meeting which will take place on 06.06.2025 at 11.00 am, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repeat General Meeting, in the following ways:

a) Either by exercising again the right to vote before the Repeat General Meeting through the internet platform in which they have previously created an account and have successfully registered as described above, **during the time period from 03.06.2025 at 11.00 am until twenty-four (24) hours before the date of the Repeat General Meeting (i.e., until 11.00 am on 05.06.2025 at the latest).**

b) Or by filling in and sending to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document", with the signature certified (by the Greek Citizens' Service Centre, the Greek Police or Greek consulate authorities regarding residents of other countries or through the issuance of a digitally certified document by gov.gr or by any NBG branch), at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095, or filing this with any branch of the Bank's Branch network, while the above digitally certified document or digitally signed by using an appropriate electronic (qualified) signature may also be sent, via e-mail to GIANNOPOULOS.NIK@NBG.GR, **at least twenty-four (24) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 05.06.2025 at the latest).**



c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the Repeat General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Bank **by 11.00 am on 05.06.2025 at the latest**.

IV. For the potential Repeat General Meeting on 06.06.2025, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the proxy that had been appointed, in order to participate remotely at the vote that will take place before the Repeat General Meeting, **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 04.06.2025 at the latest), as specifically described below in point II. of the below-mentioned Participation Process and Vote by Proxy.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before** the Repeat General Meeting.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at GIANNPOULOS.NIK@NBG.GR or by calling +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 a.m. – 17.00).

In addition, shareholders are asked to confirm that the "Mail Vote document" is successfully sent to and received by the Bank, and can, for this purpose, call the above numbers (Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements).

PARTICIPATION PROCESS AND VOTE BY PROXY

I. Shareholders may participate in the AGM and may vote either in person or by proxy. Each shareholder may appoint up to 3 proxy holders. However, if the shareholder owns shares in the Bank that are held in more than one Investor Securities Account, such limitation shall not prevent the shareholder from appointing, in respect of the AGM, separate proxy holders for the shares appearing in each Account. A proxy appointment can be freely recalled. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority. The shareholder's proxy shall file the voting instructions for at least one (1) year from the date of the Annual General Meeting or the Repeat General Meeting.

Before the AGM commences, the proxy holder must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in



this paragraph, a conflict of interest may arise in particular when the proxy holder: (i) is a controlling shareholder of the Bank or is another legal person or entity controlled by such shareholder; (ii) is a member of the Board of Directors or in general the management of the Bank, or of a controlling shareholder or another legal person or entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or another legal person or an entity controlled by such shareholder; (iv) is a spouse or close relative (first degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation or replacement of a proxy holder shall be made in writing or by electronic means that are submitted to the Bank at least forty-eight (48) hours prior to the date of the AGM. Notification of the appointment and revocation or replacement of the proxy by electronic means is done by electronic mail at the email address on the Invitation to the General Meeting, or in case of shareholders that are identified through intermediaries, through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary.

II. Specifically for shareholder participation by proxy at the Annual General Meeting on 30.05.2025 (or the Repeat Meeting thereof), remotely in real-time by teleconference, or for shareholder participation by proxy at the vote on the items of the Annual General Meeting that will take place before the General Meeting, Shareholders or Participants in the Securities Accounts in the DSS or other intermediary that provides custody services for the shares of the Bank, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.05.2025 at the latest and for the Repeat Meeting by 11.00 am on 04.06.2025 at the latest).

Upon receipt of the information above by the Bank and based on the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. and C. above.

The Bank has made available documents:

- a) To appoint a proxy to participate in the Annual General Meeting of Shareholders on 30.05.2025, remotely in real-time by teleconference; and
- b) To appoint a proxy to vote on the items of the Annual General Meeting that will take place before the General Meeting.

These documents are available to shareholders in hard copy through the Bank's branch network, and in electronic form on the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>).

The appropriate document must be filled-in, signed, with the signature certified (by the Greek Citizens' Service Centre, the Greek Police or Greek consulate authorities regarding residents of other countries or through the issuance of a digitally certified document by gov.gr or by any NBG branch), and sent to the Bank's Subdivision for Shareholder Register,



General Meetings and Corporate Announcements at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095 or is filed with any branch of the Bank's Branch network, while the above digitally certified document or digitally signed by using an approved electronic (qualified) signature may also be sent via e-mail to GIANNOPOULOS.NIK@NBG.GR at least forty-eight (48) hours prior to the date of the General Meeting.

ANNEX 2
BALLOT PAPER FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
30 MAY 2025
(and of any adjourned or postponed meeting thereof)

	ITEMS OF THE AGENDA	FOR	AGAINST	ABSTAIN
ITEM 1:	Submission for approval of the Annual Financial Report of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024), including the Annual Financial Statements of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024), along with the relevant Board of Directors' Report and Statements as well as the respective auditor's reports.			
ITEM 2:	Submission of the annual Audit Committee Report on its activities during 2024 pursuant to article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2024 (1.1.2024 – 31.12.2024).	WITHOUT VOTING		
ITEM 3:	Approval of the overall management by the Board of Directors as per article 108 of Law 4548/2018 and discharge of the Auditors of the Bank, with respect to the financial year 2024 (1.1.2024 – 31.12.2024), in accordance with par. 1 case c) of article 117 of Law 4548/2018.			
ITEM 4:	Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Group, including the Sustainability Report, for the financial year 2025, and determination of their remuneration.			
ITEM 5:	Approval for disposal from the profits of the 2024 year. Approval of resolution of reserves for distribution to shareholders and to eligible personnel of the Bank.			



ITEM 6:	Approval of a program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force, and granting of authorization to the Board of Directors.			
ITEM 7:	Amendment of the Bank's Articles of Association.			
ITEM 8:	Submission for discussion and advisory vote on the fiscal year 2024 Directors' Remuneration Report, in accordance with article 112 of Law 4548/2018.			
ITEM 9:	Approvals according to article 86 of Law 4261/2014.			
ITEM 10:	Approval of the remuneration of the Board of Directors of the Bank for the financial year 2024 and determination of the remuneration of the Chairman of the Board and executive and non-executive members as per article 109 of Law 4548/2018 through to the AGM of 2026.			
ITEM 11:	Submission of the Independent Non-Executive Directors' Report pursuant to article 9 par. 5 of Law 4706/2020.	WITHOUT VOTING		

***Number of shares and voting rights**

In line with the provisions of article 123.3 (b) of Law 4548/2018, as in force, National Bank of Greece hereby discloses the total number of shares and voting rights existing as at 28.04.2025, the date of the invitation to shareholders to attend the Bank's forthcoming Annual General Meeting:

Specifically, the total share capital of the Bank amounts to 914,715,153 common registered shares with the right to vote on the items on the Agenda of the AGM.